

Altra Industrial Motion Corp.  
Form DEF 14A  
March 22, 2019  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Schedule 14A Information**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

ALTRA INDUSTRIAL MOTION CORP.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3)

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Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**Altra Industrial Motion Corp.**

**300 Granite Street, Suite 201**

**Braintree, Massachusetts 02184**

**[www.altramotion.com](http://www.altramotion.com)**

March 22, 2019

Dear Fellow Stockholders:

You are cordially invited to attend the 2019 Annual Meeting of Stockholders of Altra Industrial Motion Corp. ( Altra ) to be held at 9:00 a.m. EDT on Wednesday, April 24, 2019 at the Boston Marriott Quincy, 1000 Marriott Drive, Quincy, Massachusetts 02169.

The Notice of Annual Meeting and Proxy Statement describe the matters to be acted upon at the meeting. We will also report on matters of interest to Altra stockholders.

Your vote is important. Whether or not you plan to attend the Annual Meeting in person, we encourage you to submit a proxy so that your shares will be represented and voted at the meeting. You may submit a proxy by calling a toll-free telephone number, by accessing the internet or by completing and mailing the enclosed proxy card in the return envelope provided. If you do not vote by one of the methods described above, you still may attend the Annual Meeting and vote in person.

Thank you for your continued support of Altra.

Sincerely,

Carl R. Christenson  
*Chairman and Chief Executive Officer*

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**Altra Industrial Motion Corp.**

**300 Granite Street, Suite 201**

**Braintree, Massachusetts 02184**

March 22, 2019

The 2019 Annual Meeting of Stockholders of Altra Industrial Motion Corp. ( Altra , the Company , we or our ) will be held as follows:

DATE: Wednesday, April 24, 2019

TIME: 9:00 a.m. EDT

LOCATION: Boston Marriott Quincy, 1000 Marriott Drive, Quincy, Massachusetts 02169

PURPOSE: To consider and act upon the following proposals:

1. The election of the 9 nominees for director named in the accompanying Proxy Statement;
2. The ratification of the selection of the independent registered public accounting firm;
3. An advisory vote to approve the compensation of Altra s named executive officers ( Say on Pay ); and
4. Such other business as may properly come before the meeting.

Shares represented by properly executed proxies that are hereby solicited by the Board of Directors of Altra will be voted in accordance with the instructions specified therein. Shares represented by proxies that are not limited to the contrary will be voted in favor of the election as directors of the persons nominated pursuant to Proposal 1 in the accompanying Proxy Statement and in favor of Proposal 2 and Proposal 3.

Stockholders of record at the close of business on March 13, 2019 will be entitled to vote at the meeting.

By order of the Board of Directors,

Glenn E. Deegan  
*Vice President, Legal and Human Resources, General  
Counsel and Secretary*

**It is important that your shares be represented and voted, whether or not you plan to attend the meeting.**

**YOU CAN VOTE:**

**1. BY MAIL:**

**Promptly return your signed and dated proxy/voting instruction card in the enclosed envelope.**

**2. BY TELEPHONE:**

**Call toll-free 1-800-690-6903 and follow the instructions.**

3. **BY INTERNET:**

Access [www.proxyvote.com](http://www.proxyvote.com) and follow the on-screen instructions.

4. **IN PERSON:**

You may attend the Annual Meeting and vote in person.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS**

**FOR THE STOCKHOLDER MEETING TO BE HELD ON APRIL 24, 2019**

Altra's proxy statement, form of Proxy Card and 2018 Annual Report on Form 10-K are available at <https://ir.altramotion.com/financials/annual-reports-and-proxies/default.aspx>.

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**PROXY STATEMENT**

**2019 ANNUAL MEETING OF STOCKHOLDERS**

**Wednesday, April 24, 2019**

**ALTRA INDUSTRIAL MOTION CORP.**

**300 Granite Street, Suite 201**

**Braintree, Massachusetts 02184**

**GENERAL INFORMATION**

**Proxy Solicitation**

These proxy materials are being mailed or otherwise sent to stockholders of Altra Industrial Motion Corp. ( Altra , the Company , we or our ) on or about March 22, 2019, in connection with the solicitation of proxies by Altra 's Board of Directors (the Board of Directors or the Board ) for the Annual Meeting of Stockholders of Altra to be held at 9:00 a.m. EDT on Wednesday, April 24, 2019, at the Boston Marriott Quincy, 1000 Marriott Drive, Quincy, Massachusetts 02169. Directors, officers and other Altra employees also may solicit proxies by telephone or otherwise, but will not receive compensation for such services. Altra pays the cost of soliciting your proxy and reimburses brokers and other nominees their reasonable expenses for forwarding proxy materials to you.

**Stockholders Entitled to Vote**

Stockholders of record at the close of business on March 13, 2019, are entitled to notice of and to vote at the meeting. As of such date, there were 64,494,632 shares of Altra common stock outstanding, each entitled to one vote.

**How to Vote**

Stockholders of record described above may cast their votes by:

- (1) signing, completing and returning the enclosed proxy card in the enclosed postage-paid envelope;
- (2) calling toll-free 1-800-690-6903 and following the instructions;
- (3) accessing [www.proxyvote.com](http://www.proxyvote.com) and following the instructions; or
- (4) attending the Annual Meeting and voting in person.

**Revocation of Proxies**

A proxy may be revoked at any time before it is voted by delivering written notice of revocation to the Corporate Secretary of Altra at the address set forth above, by delivering a proxy bearing a later date, or by voting in person at the meeting.

**Quorum; Required Vote**

The holders of a majority of the shares entitled to vote at the meeting must be present in person or represented by proxy to constitute a quorum. Proxies received but marked as withheld, abstentions, or those treated as broker non-votes will be included in the calculation of the number of shares considered to be present at the Annual Meeting in determining a quorum. If a quorum is not present at the Annual Meeting, we will be forced to reconvene the Annual Meeting at a later date.

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Your shares may be voted if they are held in the name of a brokerage firm or bank (a broker ), even if you do not provide the broker with voting instructions. Brokers have the authority, under applicable rules, to vote



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shares on certain routine matters for which their customers do not provide voting instructions. The ratification of the appointment of the independent registered public accounting firm of the Company is considered a routine matter. The election of directors and the advisory vote to approve the compensation of the Company's named executive officers ( Say on Pay ) are not considered routine matters. Broker non-votes are shares held by brokers or nominees for which instructions have not been received from the beneficial owners, or persons entitled to vote, and the broker is barred from exercising its discretionary authority to vote the shares because the proposal is a non-routine matter.

**Election of Directors: Proposal 1.** A plurality of the votes cast is required for the election of directors. You may vote FOR all or some of the nominees or your vote may be WITHHELD with respect to one or more of the nominees. Votes WITHHELD and broker non-votes with respect to the election of directors will have no effect upon election of directors. You may not cumulate your votes for the election of directors.

**Ratification of Independent Registered Public Accounting Firm: Proposal 2.** Ratification of the selection of our independent registered public accounting firm requires the affirmative vote of a majority of the votes cast for or against the matter. You may vote FOR, AGAINST or ABSTAIN in connection with Proposal 2. Abstentions and broker non-votes will have no effect on this proposal.

**Advisory Vote to Approve the Compensation of our Named Executive Officers: Proposal 3.** The approval of Proposal 3, regarding the compensation of our named executive officers, requires the affirmative vote of a majority of the votes cast for or against the matter. You may vote FOR, AGAINST or ABSTAIN in connection with Proposal 3. Abstentions and broker non-votes have no effect on this proposal. Because the vote on the Say on Pay proposal is advisory, it will not be binding on the Board of Directors or the Company. However, the Compensation Committee will take into account the outcome of the Say on Pay vote when considering future executive compensation arrangements.

If you provide specific instructions with regard to certain items, your shares will be voted as you instruct on such items. If no instructions are indicated, the shares will be voted as recommended by the Board of Directors.

### **Other Matters**

The Board of Directors is not aware of any matters to be presented at the meeting other than those set forth in the accompanying notice. If any other matters properly come before the meeting, the persons named in the proxy will vote on such matters in accordance with their best judgment.

### **Additional Information**

Additional information regarding the Company appears in our Annual Report on Form 10-K for the year ended December 31, 2018, a copy of which, including the financial statements and schedules thereto, but not the exhibits, accompanies this Proxy Statement. In addition, such report and the other reports we file with the Securities and Exchange Commission ( SEC ) are available, free of charge, through the Investor Relations section of our internet website at <https://www.altramotion.com>. Printed copies of these documents and any exhibit to our Form 10-K may be obtained, without charge, by contacting the Corporate Secretary, Altra Industrial Motion Corp., 300 Granite Street, Suite 201, Braintree, Massachusetts 02184, telephone (781) 917-0600.

### **IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON APRIL 24, 2019**

Altra's proxy statement, form of Proxy Card and 2018 Annual Report on Form 10-K are available at <https://ir.altramotion.com/financials/annual-reports-and-proxies/default.aspx>.

**Table of Contents****OWNERSHIP OF ALTRA COMMON STOCK****Securities Owned by Certain Beneficial Owners and Management**

The following table sets forth certain information as of March 13, 2019, regarding the beneficial ownership of shares of our common stock by: (i) each person or entity known to us to be the beneficial owner of more than 5% of our common stock; (ii) each of our named executive officers; (iii) each member of our Board of Directors; and (iv) all members of our Board of Directors and executive officers as a group.

Beneficial ownership is determined in accordance with rules adopted by the SEC. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock issuable upon the exercise of stock options or warrants or the conversion of other securities held by that person that are currently exercisable or convertible, or are exercisable or convertible within 60 days of March 13, 2019, are deemed to be issued and outstanding. These shares, however, are not deemed outstanding for the purposes of computing percentage ownership of each other stockholder. Percentage of beneficial ownership is otherwise based on 64,494,632 shares of common stock outstanding as of March 13, 2019.

Name and Address of Beneficial Owner	Securities Beneficially Owned	
	Shares of Common Stock Beneficially Owned	Percentage of Common Stock Outstanding
<b>Principal Securityholders:</b>		
The Vanguard Group(2)	5,742,313	8.9%
BlackRock, Inc.(3)	4,785,882	7.4%
Gates Capital Management, L.P.(4)	3,747,956	5.8%
<b>Named Executive Officers:</b>		
Carl R. Christenson(1)(5)	255,883	*
Christian Storch(1)(6)	95,435	*
Glenn Deegan(1)	51,439	*
Craig Schuele(1)	75,224	*
Todd Patriacca(1)	23,773	*
<b>Directors:</b>		
Edmund M. Carpenter(1)	42,616	*
Lyle G. Ganske(1)(7)	23,632	*
Margot Hoffman(1)	2,718	*
Michael S. Lipscomb(1)	14,290	*
Larry P. McPherson(1)(8)	80,269	*
Patrick K. Murphy(1)	1,783	*
Thomas W. Swidarski(1)	10,712	*
James H. Woodward Jr.(1)	14,131	*
All directors and executive officers as a group (14 persons)	711,524	1.1%

\* Represents beneficial ownership of less than 1%.

(1) Except as otherwise noted below, each of these individuals address of record is c/o Altra Industrial Motion Corp., 300 Granite Street, Suite 201, Braintree, Massachusetts 02184. To our knowledge, except as indicated in the footnotes to this table and pursuant to applicable community property laws, the persons listed in the table have sole investment and voting power with respect to all Company securities owned by them.

(2) The address of The Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355. A portion of the shares are held by Vanguard Fiduciary Trust Company and Vanguard Investments Australia, Ltd., each of which is a subsidiary of The Vanguard Group, Inc. Information and share amounts listed are derived from The Vanguard Group's Schedule 13G/A filed with the SEC on February 11, 2019, in which The

Vanguard

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Group states that it has sole voting power over 107,351 shares of Altra's common stock, shared voting power over 7,516 shares of Altra's common stock, sole dispositive power over 5,633,833 shares of Altra's common stock, and shared dispositive power over 108,480 shares of Altra's common stock.

- (3) The address of BlackRock, Inc. is 55 East 52nd Street, New York, NY 10055. Shares are held by BlackRock International Limited, BlackRock Advisors, LLC, BlackRock Investment Management (UK) Ltd, BlackRock Asset Management Canada Limited, BlackRock Investment Management (Australia) Limited, BlackRock (Netherlands) B.V., BlackRock Fund Advisors, BlackRock Asset Management Ireland Limited, BlackRock Institutional Trust Company, N.A., BlackRock Financial Management, Inc., BlackRock Japan Co., Ltd., BlackRock Asset Management Schweiz AG, and BlackRock Investment Management, LLC, each of which is a subsidiary of BlackRock, Inc. Information and share amounts listed are derived from BlackRock, Inc.'s Schedule 13G/A filed with the SEC on February 4, 2019, in which BlackRock, Inc. states that it has sole voting power over 4,585,332 shares of Altra's common stock and sole dispositive power over 4,785,882 shares of Altra's common stock.
- (4) The address of Gates Capital Management L.P. is 1177 Avenue of the Americas, 46<sup>th</sup> Floor, New York, New York 10036. Shares are held by Gates Capital Management L.P., Gates Capital Management GP, LLC, Gates Capital Management, Inc. and Jeffrey L. Gates. Information and share amounts listed are derived from Gates Capital Management L.P.'s Schedule 13G filed with the SEC on February 14, 2019, in which Gates Capital Management L.P. states that it has shared voting power over 3,747,956 shares of Altra's common stock, and shared dispositive power over 3,747,956 shares of Altra's common stock.
- (5) Includes 168,249 shares held in trust, for which Mr. Christenson serves as trustee and for which Mr. Christenson shares voting and investment power.
- (6) Includes 65,618 shares held in trust, for which Mr. Storch serves as trustee and for which Mr. Storch shares voting and investment power.
- (7) Includes 500 shares as to which Mr. Ganske shares voting and investment power with his wife and includes 3,486 shares held in trust for the benefit of Mr. Ganske's daughters, for which Mr. Ganske's wife serves as trustee and for which Mr. Ganske does not have voting or investment power.
- (8) Includes 59,804 shares held in trust, for which Mr. McPherson and his wife serve as trustees and for which Mr. McPherson shares voting and investment power and includes 12,000 shares held in a charitable remainder trust, for which Mr. McPherson and his wife serve as trustees and for which Mr. McPherson shares voting and investment power.

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**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires Altra's directors, executive officers and beneficial owners of more than 10% of Altra's equity securities ( 10% Owners ) to file initial reports of their ownership of Altra's equity securities and reports of changes in such ownership with the SEC. Directors, executive officers and 10% Owners are required by SEC regulations to furnish Altra with copies of all Section 16(a) forms they file. Based solely on a review of copies of such forms and written representations from Altra's directors, executive officers and 10% Owners, Altra believes that for the fiscal year of 2018, all of its directors, executive officers and 10% Owners were in compliance with the disclosure requirements of Section 16(a), except for Mr. Patriacca, who was late in filing a report on Form 4 for a transaction that occurred on July 26, 2018.

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**PROPOSAL 1. ELECTION OF DIRECTORS**

Effective as of October 1, 2018, the Board of Directors increased the size of the Board from eight to nine. The current Board of Directors is made up of nine directors. Each director's term expires at the 2019 Annual Meeting. The following directors have been nominated by the Company's Nominating and Corporate Governance Committee for election to serve for a term of one year until the 2020 Annual Meeting and until their successors have been duly elected and qualified:

Edmund M. Carpenter

Carl R. Christenson

Lyle G. Ganske

Margot L. Hoffman, Ph.D.

Michael S. Lipscomb

Larry P. McPherson

Patrick K. Murphy

Thomas W. Swidarski

James H. Woodward Jr.

All of the nominees for election have consented to being named in this Proxy Statement and to serve if elected. Biographical information for each of the nominees as of the most recent practicable date, is presented below.

**The Board of Directors recommends that stockholders vote FOR the election of Mr. Carpenter, Mr. Christenson, Mr. Ganske, Dr. Hoffman, Mr. Lipscomb, Mr. McPherson, Mr. Murphy, Mr. Swidarski and Mr. Woodward.**

**NOMINEES FOR DIRECTOR**

*Edmund M. Carpenter, 77*, has been a director since March 2007. Mr. Carpenter currently serves as an operating partner to Genstar Capital. Mr. Carpenter was President and Chief Executive Officer of Barnes Group Inc. from 1998 until his retirement in December 2006. Prior to joining Barnes Group Inc., Mr. Carpenter was Senior Managing Director of Clayton, Dubilier & Rice from 1996 to 1998, and Chief Executive Officer of General Signal from 1988 to 1995. Prior to joining General Signal Corporation, Mr. Carpenter held various executive positions at ITT Corporation, including President and Chief Operating Officer. Prior to joining ITT, he held executive positions with Fruehauf Corporation and served as a partner in the management services division of Touche Ross & Company. He began his career at Michigan Bell Telephone Company. He served as a director at Campbell Soup Company from 1990 to 2014. He holds both an M.B.A. and a B.S.E. in Industrial Engineering from the University of Michigan. Having served as CEO of a diversified global manufacturing and logistical services company, Mr. Carpenter presents valuable insight into organizational and operational management issues crucial to a public manufacturing company.

*Carl R. Christenson, 59*, has been our Chairman since April 2014, our Chief Executive Officer since January 2009 and a director since July 2007. Prior to his current position, Mr. Christenson served as our President and Chief Operating Officer from January 2005 to December 2008. From 2001 to 2005, Mr. Christenson was the President of Kaydon Bearings, a manufacturer of custom-engineered bearings and a division of Kaydon Corporation. Prior to joining Kaydon, Mr. Christenson held a number of management positions at TB Wood's Incorporated and several positions at the Torrington Company. Mr. Christenson served as a director at Vectra Co., f/k/a OM Group, Inc., a NYSE listed technology-driven diversified industrial company, from 2014 to 2015. Mr. Christenson holds a M.S. and B.S. degree in Mechanical Engineering from the University of Massachusetts and an M.B.A. from Rensselaer Polytechnic. In addition to more than twenty five years of experience in manufacturing companies, Mr. Christenson brings vast knowledge of the Company's business, structure, history and culture to the Board and the CEO position.



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*Lyle G. Ganske*, 60, has been a director since November 2007. Mr. Ganske is a Partner and M&A Practice Leader at Jones Day. He is an advisor to significant companies, focusing primarily on M&A, takeovers, takeover preparedness, corporate governance, executive compensation, and general corporate counseling. Mr. Ganske received his J.D. from Ohio State University and his B.S.B.A. at Bowling Green State University. He currently serves on the Executive Committees of Resilience Capital (private equity) and the Ohio Business Roundtable; the Advisory Board of Mutual Capital Partners (venture capital); and on the boards of Flashes of Hope and the Western Reserve Land Conservancy. Mr. Ganske is the former chair of Business Volunteers Unlimited and the Commission on Economic Inclusion. In addition to his substantial legal skills and expertise, Mr. Ganske brings to the Company's Board well-developed business and financial acumen critical to a dynamic public company.

*Margot L. Hoffman, Ph.D.*, 56, has been a director since April 2018. Dr. Hoffman currently serves as the President and CEO for The Partnership for Excellence, the Baldrige-based program for Ohio, Indiana and West Virginia. Dr. Hoffman was the President of Quest4Leadership, a leadership development firm, from 2011-2014. From 1988 to 2008, Dr. Hoffman held positions in engineering, corporate training, and senior leadership at Dana Corporation, ultimately holding the position of President of its Driveshaft Products Group. Dr. Hoffman holds a Ph.D. in organization and management from Capella University, an MBA and bachelor of engineering technology degree from the University of Toledo, and serves as a national Baldrige senior examiner. Dr. Hoffman contributes to the Company's Board significant operational management and leadership development skills combined with substantial experience in global manufacturing businesses.

*Michael S. Lipscomb*, 72, has been a director since November 2007. Mr. Lipscomb served as Chairman and Chief Executive Officer of SIFCO Inc., a NYSE company in the aerospace business, from January 2015 until retiring from all positions in SIFCO in January 2016 and prior to that served as SIFCO's Chief Executive Officer starting in 2010, and as a board member starting in 2002. As CEO, Mr. Lipscomb led SIFCO through four acquisitions, a divestiture, and a business closure. These moves resulted in SIFCO becoming a leading precision component supplier to the aerospace and energy markets. Mr. Lipscomb also serves as Managing Partner of GS Capital Investments LLC, owner of Aviation Component Solutions, a company in the aerospace aftermarket business, and JC Carter Nozzles, a supplier of refueling nozzles and other components to the LNG market. Mr. Lipscomb serves as a Board member of both Integrity Organics (2014-present), a green company in the waste reclamation business, and The Ruhlin Company (board member 1996-present, Audit Chair 1996-2004, Compensation Chair 2004-present), an integrated ESOP-owned construction company. Previously, Mr. Lipscomb was a founding partner of Argo-Tech Corp. (1986-2007), where he became CEO in 1990 and Chairman in 1994. As CEO of Argo-Tech he led the company through five bank refinances, three high yield bond offerings and three acquisitions, and successfully managed the sale of the company to Eaton Corporation in March of 2007. During his career, Mr. Lipscomb served as a Managing Director at TRW, and in various operational and engineering management roles at the Utica Tool Company and Dow Chemical. Mr. Lipscomb received his MBA from Furman University and his B.S. from Clemson University. Mr. Lipscomb brings to the Company's Board a depth of global industrial operating experience and knowledge of organizational management essential to a public manufacturing company.

*Larry P. McPherson*, 73, has been a director since January 2005. Prior to joining the Board, Mr. McPherson was a Director of NSK Ltd. from 1997 until his retirement in 2004 and served as Chairman and Chief Executive Officer of NSK Europe from January 2002 to December 2003. In total he was employed by NSK Ltd. for 22 years during which time he was responsible for the major expansion of manufacturing operations in the U.S. and the reorganization and consolidation of European operations. Mr. McPherson served as Chairman and Chief Executive Officer of NSK Americas for the six years prior to his European assignment. Mr. McPherson serves as a board member of McNaughton and Gunn, Inc., a privately owned printing company. Mr. McPherson earned his MBA from Georgia State and his undergraduate degree in Electrical Engineering from Clemson University. Mr. McPherson contributes to the Company's Board significant organizational and operational management skills combined with a wealth of experience in global manufacturing businesses.



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*Patrick K. Murphy*, 57, has been a director since October 2018 and has served as the Senior Vice President of Fortive Corporation since July 2016. Prior to his current role, Mr. Murphy was the Group President Automation of Danaher Corporation from 2014 to 2016. In 2010, Mr. Murphy was named the President and CEO of Nidec Motor Corporation and from 2011 to 2014, Mr. Murphy was the President of the appliance, commercial and industrial motors business unit of Nidec Corporation. Prior to working at Nidec, Mr. Murphy spent 25 years at Emerson Motor Company in roles of increasing responsibility, including serving as Group Vice President of Emerson Appliance Solutions, President of the Emerson Appliance Motor Division, President of Digital Appliance Controls, VP Sales and Marketing and Director of Strategic Planning. Mr. Murphy holds a B.S. degree in Engineering from Cornell University and an M.B.A. from St. Louis University. Mr. Murphy's depth and breadth of knowledge, drawing on over thirty years of experience in industrial technologies and a strong background in management and technology to drive breakthrough innovation and performance, bring valuable insight to the Company's Board.

*Thomas W. Swidarski*, 60, has been a director since April 2014. Mr. Swidarski is currently CEO of Telos Alliance, a global audio technology company whose products and services help radio and television stations produce better programming. Mr. Swidarski has been a director of Evertec, a publicly traded payment processing company, since 2013 and also serves as a director of several privately held companies. Mr. Swidarski previously served as the Chief Executive Officer and President of Diebold Nixdorf, Incorporated, f/k/a Diebold, Incorporated ( Diebold ), a \$3 billion global leader in designing, manufacturing and distributing self-service technologies (ATMs) in over 100 countries, from October 12, 2005 to January 19, 2013. Mr. Swidarski served as Senior Vice President of Financial Self-Service Group of Diebold, from 2001 to September 2005 and served as its Chief Operating Officer from October 12, 2005 to December 2005. Mr. Swidarski also held various strategic development and marketing positions at Diebold since 1996. Prior to Diebold, he held various positions within the financial industry for nearly 20 years focusing on marketing, product management, retail bank profitability, branding and retail distribution. Mr. Swidarski served as a Director of Diebold from December 12, 2005 to January 8, 2013. He holds a BA in marketing from the University of Dayton and an MBA in business management from Cleveland State University. Having served as Chief Executive Officer of a global provider of technology and services to a wide range of businesses, Mr. Swidarski brings to the Company's Board valuable insight into organizational management, global business, financial matters and marketing matters.

*James H. Woodward, Jr.*, 66, has been a director since March 2007. From March 2009 to October 2011, Mr. Woodward served as Senior Vice President and Chief Financial Officer of Accuride Corporation. Previously, Mr. Woodward served as Executive Vice President and Chief Financial Officer and Treasurer of Joy Global Inc. from January 2007 until February 2008. Prior to joining Joy Global Inc., Mr. Woodward was Executive Vice President and Chief Financial Officer of JLG Industries, Inc. from August 2000 until its sale in December 2006. Prior to JLG Industries, Inc., Mr. Woodward held various financial and operational positions at Dana Incorporated, f/k/a Dana Corporation, since 1982. Mr. Woodward is a Certified Public Accountant and holds a B.A. degree in Accounting from Michigan State University. Mr. Woodward's depth and breadth of exposure to complex issues from his long and distinguished career in the manufacturing industry make him a skilled advisor who provides critical insight into organizational and operational management, global business and financial matters.

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**BOARD OF DIRECTORS**

**Board of Directors Composition**

Our bylaws provide that the size of the Board of Directors shall be determined from time to time by our Board of Directors. Effective as of October 1, 2018, the Board of Directors increased the size of the Board from eight to nine and, as a result, our Board of Directors is currently sized at nine members. Each of our executive officers and directors, other than non-employee directors, devotes his or her full time to our affairs. Our non-employee directors devote the amount of time to our affairs as necessary to discharge their duties. Edmund M. Carpenter, Lyle G. Ganske, Margot L. Hoffman, Ph.D., Michael S. Lipscomb, Larry P. McPherson, Patrick K. Murphy and Thomas W. Swidarski are each independent within the meaning of the Marketplace Rules of the NASDAQ Global Market (the NASDAQ Rules) and the federal securities laws and collectively constitute a majority of our Board of Directors.

**Committees of the Board of Directors**

Pursuant to our bylaws, our Board of Directors is permitted to establish committees from time to time as it deems appropriate. To facilitate independent director review and to make the most effective use of our directors' time and capabilities, our Board of Directors has established the following committees: the Audit Committee, the Personnel and Compensation Committee and the Nominating and Corporate Governance Committee. The charter of each of the committees discussed below is available on our website at <https://ir.altramotion.com/governance/governance-documents/default.aspx>. Printed copies of these charters may be obtained, without charge, by contacting the Corporate Secretary, Altra Industrial Motion Corp., 300 Granite Street, Suite 201, Braintree, Massachusetts 02184, telephone (781) 917-0600. The membership and function of each committee are described below.

***Audit Committee***

The primary purpose of the Audit Committee is to assist the Board's oversight of:

the integrity of our financial statements and reporting;

our independent auditors' qualifications, independence, compensation and performance;

our internal controls and risk management;

our compliance with legal and regulatory requirements;

the performance of our internal audit function;

the preparation of all reports and disclosure required or appropriate including the disclosure required by Item 407(d)(3)(i) of Regulation S-K; and

legal, ethical and regulatory compliance including application of our Code of Business Conduct and Ethics.

The Audit Committee was established in accordance with Section 3(a)(58)(A) of the Exchange Act and currently consists of Messrs. Ganske, Carpenter and Lipscomb, each of whom is a non-employee member of our Board of Directors and independent within the meaning of the NASDAQ Rules. Mr. Ganske serves as chairman of our Audit Committee. Mr. Carpenter, Mr. Lipscomb and Mr. Ganske qualify as independent audit committee financial experts as such term has been defined by the SEC in Item 407 of Regulation S-K. We believe that the composition of our audit committee meets the criteria for independence under, and the functioning of our audit committee complies with the applicable requirements of, the NASDAQ Rules and federal securities law.



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### ***Personnel and Compensation Committee***

The primary purpose of our Personnel and Compensation Committee (the Compensation Committee) is to establish and review our overall compensation philosophy and policy, to establish and review our director compensation philosophy and policy, and to review and approve corporate goals and objectives relevant to compensation of the Company's executive officers. In addition, the Compensation Committee oversees our employee benefit plans and practices and produces a report on executive compensation as required by SEC rules. The Compensation Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Compensation Committee.

The Compensation Committee has the authority, pursuant to its charter, to retain outside counsel, compensation consultants or other advisors to assist it in carrying out its activities. The Compensation Committee retains Frederic W. Cook & Co., Inc. (FW Cook), as the Compensation Committee's independent compensation consultant.

Messrs. Carpenter, Lipscomb and Swidarski serve on the Compensation Committee, each of whom is a non-employee member of our Board of Directors and independent within the meaning of the NASDAQ Rules. Mr. Carpenter serves as chairman of the Compensation Committee. We believe that the composition of our Compensation Committee meets the criteria for independence under, and the functioning of our Compensation Committee complies with the applicable requirements of, the NASDAQ Rules.

### ***Compensation Policies and Practices Regarding Risk Taking***

The Company has considered its compensation policies and practices for its employees and concluded that the policies and practices do not give rise to risks that are reasonably likely to have a material adverse effect on the Company. This conclusion was based on the assessment performed by the Company's management and was reviewed by the Compensation Committee of the Company's Board of Directors.

### ***Nominating and Corporate Governance Committee***

The primary purpose of the Nominating and Corporate Governance Committee is to:

identify and recommend to the Board individuals qualified to serve as directors of our company and on committees of the Board;

advise the Board with respect to Board composition, procedures and committees;

develop and recommend to the Board a set of corporate governance principles and guidelines applicable to us; and

oversee the evaluation of the Board and our management.

Messrs. McPherson and Ganske and Dr. Hoffman serve on the Nominating and Corporate Governance Committee, each of whom is a non-employee member of our Board of Directors and independent within the meaning of the NASDAQ Rules. Mr. McPherson serves as chairman of the Nominating and Corporate Governance Committee. We believe that the composition of our Nominating and Corporate Governance Committee meets the criteria for independence under, and the functioning of our Nominating and Corporate Governance Committee complies with the applicable requirements of, the NASDAQ Rules. Please see the section entitled Corporate Governance herein for further discussion of the roles and responsibilities of the Nominating and Corporate Governance Committee.

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**Board, Committee and Annual Meeting Attendance**

For the fiscal year ended December 31, 2018, the Board and its Committees held the following aggregate number of regular and special meetings:

Board	8
Audit Committee	6
Personnel and Compensation Committee	4
Nominating and Corporate Governance Committee	2

Each of our directors attended 75% or more of the aggregate number of the meetings of the Board and of the Committees on which he served during the year.

The independent members of the Board, and each of the three standing committees of the Board, met in independent director sessions without the Chairman, Chief Executive Officer or members of management present at least four (4) times during 2018.

The Board has adopted a policy pursuant to which directors are expected to attend the Annual Meeting of Stockholders in the absence of a scheduling conflict or other valid reason. All of our directors serving at such time attended the 2018 Annual Meeting of Stockholders in person.

**Board Leadership Structure and Board Oversight of Risk Management**

Pursuant to our bylaws, our Board of Directors determines the best board leadership structure for the Company from time to time by appointing the Chairman of the Board. As part of our annual board self-evaluation process, the Board evaluates our leadership structure to ensure that it provides the optimal structure for the Company and stockholders. While we recognize that different board leadership structures may be appropriate for companies in different situations, we believe our current leadership structure, with Mr. Christenson serving as Chairman and CEO and with independent Board leadership provided by the appointment of a Lead Director, is the optimal structure for the Company.

Larry McPherson, who has served on the Board since 2005, currently serves as the Lead Director. The Board believes that a Lead Director improves the Board's overall performance by improving the efficiency of the Board's oversight and governance responsibilities and by enhancing the relationship between the Chief Executive Officer and the independent directors. The Lead Director acts as an intermediary between the Board and senior management. Among other things, the Lead Director is responsible, along with the Chairman, for facilitating communication among Directors and between the Board and the Chief Executive Officer, for working with the Chief Executive Officer and the Board to set the agenda for Board meetings, and for working with the Chief Executive Officer to provide an appropriate information flow to the Board. The Lead Director is also responsible for presiding over and setting the agenda for executive sessions of the Board and independent director meetings. The Lead Director is expected to foster a cohesive Board that cooperates with the Chief Executive Officer towards the ultimate goal of creating shareholder value.

Our Board of Directors currently has eight members (seven of which are independent) in addition to the Chairman and CEO. A number of the members of our Board of Directors are currently serving or have served as members of senior management of other public companies and have served as directors of other public companies. We have three board committees comprised solely of independent directors. We believe that the number of independent, experienced directors that make up our Board of Directors, along with the oversight of the Board of Directors by the Lead Director, provides our management with appropriate oversight, leadership and guidance. In addition, our non-employee directors meet in executive session, led by our Lead Director, without management present as frequently as they deem appropriate, typically at the time of each regular board meeting.

Our Board is responsible for overseeing our risk management. The Board's role in the Company's risk oversight process includes receiving regular reports from members of senior management on areas of material

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risk to the Company, including operational, financial, legal and regulatory, and strategic and reputational risks. The full Board (or the appropriate committee in the case of risks that are under the purview of a particular committee) receives these reports from the appropriate person within the Company to enable the Board to understand our risk identification, risk management and risk mitigation strategies. When a committee receives the report, the chairman of the relevant committee reports on the discussion to the full Board during the committee reports portion of the next Board meeting. This enables the Board and its Committees to coordinate the risk oversight role, particularly with respect to risk interrelationships. The Audit Committee also discusses guidelines and policies to govern the process by which risk management is handled. The Audit Committee discusses the Company's major risk exposures and the steps management has taken to monitor and control such exposures. The Board believes that the work undertaken by the full Board, together with the work undertaken by the Audit Committee and the other committees, enables the Board to effectively oversee the Company's risk management function.

**Director Compensation**

In 2017, the Compensation Committee engaged the services of FW Cook to review the design and competitiveness of the Company's non-employee director compensation program. FW Cook's review found that total per-director compensation was below the 25<sup>th</sup> percentile of peer group practice. Following the 2017 FW Cook review, the annual cash retainer for non-employee directors was increased from \$60,000 to \$75,000 and the annual equity compensation for non-employee directors was increased from \$80,000 to \$100,000 to bring total non-employee director compensation approximately in line with the median of peer group practice.

In July 2018, in connection with the Company's planned combination of Altra with four businesses from Fortive Corporation's Automation & Specialty platform (the Fortive Transaction) which substantially increased the size of the Company's business, the Compensation Committee again engaged the services of FW Cook to evaluate the Company's compensation peer group and review the design and competitiveness of the Company's compensation programs, including the non-employee director compensation program. FW Cook recommended a new compensation peer group and the non-employee director compensation review found that total per-director compensation remained below the 25<sup>th</sup> percentile of peer group practice. No changes were made to non-employee director compensation following the 2018 FW Cook review until February 2019 when cash compensation for non-employee directors was increased from \$75,000 to \$85,000 annually and equity compensation for non-employee directors was increased from \$100,000 to \$115,000 annually.

***Standard Board Fees***

Our non-employee directors currently receive the following standard cash compensation:

Annual Retainer Fee: \$85,000 (payable in equal quarterly installments);

Lead Director: \$25,000;

Chairman of the Audit Committee: \$12,500;

Chairman of the Compensation Committee: \$12,500; and

Chairman of the Nominating and Corporate Governance Committee: \$12,500.

Directors may elect to receive, in lieu of their regular cash compensation as outlined above, an amount of shares of Company stock equal in value to the cash compensation that otherwise would be paid at the time such cash compensation would have been payable.

In addition, each of the non-employee directors receives grants of restricted stock with an annual value equal to \$115,000 paid in four equal quarterly installments with each such quarterly grant vesting immediately.



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All members of our Board of Directors are reimbursed for their usual and customary expenses incurred in connection with attending all Board and other committee meetings.

The following table sets forth information concerning compensation paid to our non-employee directors during the fiscal year ended December 31, 2018.

**Non-Employee Director Compensation Table for Fiscal Year 2018**

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)(1)(2)	Non-Equity Incentive Compensation (\$)(3)	All Other Compensation (\$)(4)	Total (\$)
Edmund M. Carpenter	92,500	100,096			192,596
Lyle G. Ganske	87,500(3)	100,096			187,596
Margot L. Hoffman, Ph.D.(4)	56,250	75,058			131,308
Michael S. Lipscomb	75,000	100,096			175,096
Larry P. McPherson	102,500	100,096			202,596
Patrick K. Murphy(5)	18,750	25,029			43,779
Thomas W. Swidarski	75,000	100,096			175,096
James H. Woodward Jr.	75,000	100,096			175,596

- (1) These amounts reflect the aggregate grant date fair value of restricted stock awards granted in fiscal year 2018 in accordance with ASC Topic 718. For additional information on the valuation assumptions regarding the restricted stock awards, refer to Note 11 to our financial statements for the year ended December 31, 2018, which are included in our Annual Report on Form 10-K for the year ended December 31, 2018 filed with the SEC.
- (2) Stock grants to non-employee directors are paid in four equal quarterly installments. As of December 31, 2018, there were no outstanding unvested stock awards to non-employee directors.
- (3) Mr. Ganske has elected to receive, in lieu of regular cash compensation, an amount of shares of Company stock equal in value to the cash compensation that otherwise would be paid at the time such cash compensation would otherwise have been payable. As a result, for 2018, all of Mr. Ganske's cash retainer was paid in shares of Company stock.
- (4) Dr. Hoffman joined the Board effective as of April 24, 2018.
- (5) Mr. Murphy joined the Board effective as of October 1, 2018.

**Stock Ownership Guidelines**

Our Board of Directors established stock ownership guidelines applicable to the Company's non-employee directors pursuant to which each non-employee director should retain the value of Company stock equivalent to five (5) times his annual cash retainer. All of the Company's non-employee directors have a five (5) year period to accumulate these specific values.

The following categories satisfy a participant's ownership guidelines: (i) shares of common stock owned directly; (ii) shares of common stock owned indirectly (e.g., by a spouse or a trust); (iii) shares of common stock represented by amounts invested in a 401(k) plan or deferred compensation plan maintained by the Company or an affiliate; and (iv) restricted stock (vested and unvested), earned performance shares (vested and unvested), restricted stock units (vested and unvested), or phantom stock. Unexercised options, unearned performance shares, and pledged shares are not counted toward meeting the guidelines.



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The Company's Board of Directors has the discretion to enforce the stock ownership guidelines on a case-by-case basis. Violations of the Company's stock ownership guidelines may, without limitation and in the

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Board's discretion, result in the participant not receiving future grants of long-term incentive plan awards or annual equity retainer or result in the participant being required to retain all or a portion of future grants of long-term incentive plan awards or annual equity retainers until compliance is achieved.

### **Compensation Committee Interlocks and Insider Participation.**

During our last completed fiscal year, no member of the Compensation Committee was an employee, officer or former officer of Altra. None of our executive officers served on the board of directors or compensation committee of any entity in 2018 that had an executive officer serving as a member of our Board or Compensation Committee.

### **Certain Relationships and Related Transactions**

#### ***Transactions with Directors and Management***

Under our Code of Business Conduct and Ethics, all transactions involving a conflict of interest, including holding a financial interest in a significant supplier, customer or competitor of the Company, are generally prohibited. However, holding a financial interest of less than 2% in a publicly held company and other limited circumstances are excluded transactions. Our directors and officers are prohibited from using his or her position to influence the Company's decision relating to a transaction with a significant supplier, customer, or competitor to which he or she is affiliated. Our Audit Committee Charter provides that the Audit Committee shall review, discuss and approve any transactions or courses of dealing with related parties (e.g., including significant shareholders of the Company, directors, corporate officers or other members of senior management or their family members) that are significant in size (including but not necessarily limited to transactions that exceed \$120,000) or involve terms or other aspects that differ from those that would likely be negotiated with independent parties.

#### ***Indemnification Agreements***

We have entered into indemnification agreements with each of our directors and executive officers. We believe that these agreements are necessary to attract and retain qualified persons as directors and executive officers. These agreements require us to indemnify these individuals to the fullest extent permitted under Delaware law against liabilities that may arise by reason of their service to us, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified. We also intend to enter into indemnification agreements with our future directors and executive officers.

### **Corporate Governance**

#### ***The Nominating and Corporate Governance Committee's Role and Responsibilities***

Primary responsibility for Altra's corporate governance practices rests with the Nominating and Corporate Governance Committee (the Governance Committee). The Governance Committee is responsible for, among other things, (i) overseeing the Company's policies and procedures for the Board's nomination of persons to stand for election to serve on the Board of Directors by stockholders and consideration of any stockholder nominations of persons to stand for election to the Board of Directors; (ii) identifying, screening and reviewing individuals qualified to serve as directors and recommending candidates for nomination for election or to fill vacancies; (iii) reviewing annually the composition and size of the Board; (iv) aiding the Board and its committees in their annual self-evaluations; (v) developing, recommending and overseeing implementation of the Company's corporate governance guidelines and principles; (vi) reviewing, monitoring and addressing conflicts of interest of directors and executive officers; and (vii) reviewing on a regular basis the overall corporate governance of the Company and recommending improvements when necessary. Described below are some of the significant corporate governance practices that have been instituted by the Board of Directors at the recommendation of the Governance Committee.

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### ***Director Independence***

The Governance Committee annually reviews the independence of all directors and reports its findings to the full Board. The Governance Committee has determined that the following director nominees are independent within the meaning of the NASDAQ Rules and relevant federal securities laws and regulations: Edmund M. Carpenter, Lyle G. Ganske, Margot L. Hoffman, Michael S. Lipscomb, Larry P. McPherson, Patrick K. Murphy and Thomas W. Swidarski.

### ***Board Evaluation***

The Board of Directors has adopted a policy whereby the Governance Committee will assist the Board and its committees in evaluating their performance and effectiveness on an annual basis. As part of this evaluation, the Governance Committee assesses the progress in the areas targeted for improvement during previous evaluations, and develops recommendations to enhance the respective Board or committee effectiveness over the next year.

### ***Director Nomination Process***

The Governance Committee reviews the skills, characteristics and experience of potential candidates for election to the Board of Directors and recommends nominees for director to the full Board for approval. In addition, the Governance Committee assesses the overall composition of the Board of Directors, including factors such as size, composition, diversity, skills, significant experience and time commitment to Altra.

It is the Governance Committee's policy to utilize a variety of means to identify prospective nominees for the Board, and it considers referrals from other Board members, management, stockholders and other external sources such as retained executive search firms. The Governance Committee utilizes the same criteria for evaluating candidates irrespective of their source.

The Governance Committee believes that any nominee must meet the following minimum qualifications:

Candidates should be persons of high integrity who possess independence, forthrightness, inquisitiveness, good judgment and strong analytical skills.

Candidates should demonstrate a commitment to devote the time required for Board duties including, but not limited to, attendance at meetings.

Candidates should possess a team-oriented ethic consistent with Altra's core values, and be committed to the interests of all stockholders as opposed to those of any particular constituency.

The Governance Committee seeks nominees with a broad diversity of experience, professions, skills, geographic representation and backgrounds. Accordingly, when considering director candidates, the Governance Committee will seek individuals with backgrounds and qualities that, when combined with those of Altra's other directors, provide a blend of skills and experience that will further enhance the Board's effectiveness. The Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. Nominees are not discriminated against on the basis of race, religion, national origin, sexual orientation, disability, or any other basis proscribed by law.

To recommend a candidate for consideration, a stockholder should submit a written statement of the qualifications of the proposed nominee, including full name and address, to the Nominating and Corporate Governance Committee Chairman, c/o Altra Industrial Motion Corp., 300 Granite Street, Suite 201, Braintree, Massachusetts 02184.

### ***Corporate Governance Guidelines***

The Governance Committee has developed and recommended the Company's Statement of Governance Principles, Policies and Procedures (the Governance Principles) which has been approved by our full Board.



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Altra's Governance Principles are available on the Company's website at <https://ir.altramotion.com/governance/governance-documents/default.aspx>.

### ***Majority Voting Policy in Uncontested Director Elections***

Our Board has adopted a majority voting policy in uncontested director elections which is set forth in Altra's Governance Principles. Under the policy, any nominee for Director who receives a greater number of votes withheld from his or her election than votes for his or her election in an election of Directors that is not a contested election is expected to tender his or her resignation as a Director to the Board promptly following the certification of the election results. The Governance Committee will consider each resignation tendered under the policy and recommend to the Board whether to accept or reject it. The Board will act on each tendered resignation, taking into account the Governance Committee's recommendation, within 90 days following the certification of the election results.

### ***Business Conduct and Compliance***

Altra maintains a Code of Business Conduct and Ethics (the Code of Ethics) that is applicable to all directors, officers and employees of the Company. It sets forth Altra's policies and expectations on a number of topics, including conflicts of interest, protection and proper use of company assets, relationships with customers and vendors (business ethics), accounting practices, and compliance with laws, rules and regulations. A copy of the Code of Ethics is available on the Company's website at <https://ir.altramotion.com/governance/governance-documents/default.aspx>. Individuals can report suspected violations of the Altra Industrial Motion Corp. Code of Ethics anonymously by contacting the Altra Compliance and Ethics Hotline at 1-866-368-1905.

Altra also maintains policies regarding insider trading and communications with the public (the Insider Trading Policy) and procedures for the Audit Committee regarding complaints about accounting matters (the Whistleblower Policy). The Insider Trading Policy sets forth the Company's limitations regarding trading in Company securities and the handling of non-public material information. The policy is applicable to directors, officers and employees of Altra and is designed to help ensure compliance with federal securities laws. The Insider Trading Policy prohibits the pledging of shares effective as of February 12, 2013, but this prohibition does not apply to pledges of the Company's securities in effect prior to February 12, 2013. The Insider Trading Policy does require, however, that existing pledges be minimized and terminated as soon as practicable. The Whistleblower Policy was established to set forth the Audit Committee's procedures to receive, retain, investigate and act on complaints and concerns of employees and stockholders regarding accounting, internal accounting controls and auditing matters, including complaints regarding attempted or actual circumvention of internal accounting controls. Accounting complaints may be made directly to the Chairman of the Audit Committee in writing as follows: Audit Committee Chairman, c/o Altra Industrial Motion Corp., 300 Granite Street, Suite 201, Braintree, Massachusetts 02184. A copy of the Audit Committee's Whistleblower Policy and procedures may be requested from the Corporate Secretary, Altra Industrial Motion Corp., 300 Granite Street, Suite 201, Braintree, Massachusetts 02184.

### ***Succession Planning***

The Board of Directors recognizes that a sudden or unexpected change in leadership could cause the Company to experience management transition issues that could adversely affect the Company's operations, relations with employees and results. The Governance Committee has developed and periodically reviews a succession plan for the Chief Executive Officer position and other key executive positions.

### ***Communication with Directors***

Stockholders or other interested parties wishing to communicate with the Board, the non-employee directors, or any individual director may do so by contacting the Lead Director of the Board by mail, addressed to Lead Director, c/o Altra Industrial Motion Corp., 300 Granite Street, Suite 201, Braintree, Massachusetts 02184.

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All communications to the Board will remain unopened and be promptly forwarded to the Lead Director, who shall in turn forward them promptly to the appropriate director(s). Such items as are unrelated to a director's duties and responsibilities as a Board member may be excluded from this policy by the Lead Director, including, without limitation, solicitations and advertisements; junk mail; product-related communications; job referral materials such as resumes; surveys; and material that is determined to be illegal or otherwise inappropriate. Before being discarded, the director(s) to whom such information is addressed is generally informed that the information has been removed, and that it will be made available to such director(s) upon request.

**Table of Contents****OUR EXECUTIVE OFFICERS**

The following table sets forth names, ages and positions of the persons who are our executive officers as of March 13, 2019:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Carl R. Christenson	59	Chairman and Chief Executive Officer
Christian Storch	59	Vice President and Chief Financial Officer
Glenn E. Deegan	52	Vice President, Legal and Human Resources, General Counsel and Secretary
Gerald P. Ferris	69	Vice President of Global Sales
Todd B. Patriacca	49	Vice President of Finance, Corporate Controller and Treasurer
Craig Schuele	55	Vice President of Marketing and Business Development

*Carl R. Christenson, 59*, has been our Chairman since April 2014, our Chief Executive Officer since January 2009, and a director since July 2007. Prior to his current position, Mr. Christenson served as our President and Chief Operating Officer from January 2005 to December 2008. From 2001 to 2005, Mr. Christenson was the President of Kaydon Bearings, a manufacturer of custom-engineered bearings and a division of Kaydon Corporation. Prior to joining Kaydon, Mr. Christenson held a number of management positions at TB Woods Incorporated and several positions at the Torrington Company. Mr. Christenson served as a director at Vectra Co., f/k/a OM Group, Inc., a NYSE listed technology-driven diversified industrial company, from 2014 to 2015. Mr. Christenson holds a M.S. and B.S. degree in Mechanical Engineering from the University of Massachusetts and an M.B.A. from Rensselaer Polytechnic.

*Christian Storch, 59*, has been our Chief Financial Officer since December 2007. From 2001 to 2007, Mr. Storch was the Vice President and Chief Financial Officer at Standex International Corporation ( Standex International ). Mr. Storch also served on the Board of Directors of Standex International from October 2004 to December 2007. Mr. Storch also served as Standex International s Treasurer from 2003 to April 2006 and Manager of Corporate Audit and Assurance Services from July 1999 to 2003. Prior to Standex International, Mr. Storch was a Divisional Financial Director and Corporate Controller at Vossloh AG, a publicly held German transport technology company. Mr. Storch has also previously served as an Audit Manager with Deloitte & Touche, LLP. Mr. Storch holds a degree in business administration from the University of Passau, Germany.

*Glenn E. Deegan, 52*, has been our Vice President, Legal and Human Resources, General Counsel and Secretary since June 2009. Prior to his current position, Mr. Deegan served as our General Counsel and Secretary since September 2008. From March 2007 to August 2008, Mr. Deegan served as Vice President, General Counsel and Secretary of Averion International Corp., a publicly held global provider of clinical research services. Prior to Averion, from June 2001 to March 2007, Mr. Deegan served as Director of Legal Affairs and then as Vice President, General Counsel and Secretary of MacroChem Corporation, a publicly held specialty pharmaceutical company. From 1999 to 2001, Mr. Deegan served as Assistant General Counsel of Summit Technology, Inc., a publicly held manufacturer of ophthalmic laser systems. Mr. Deegan previously spent over six years engaged in the private practice of law and also served as law clerk to the Honorable Francis J. Boyle in the United States District Court for the District of Rhode Island. Mr. Deegan holds a B.S. from Providence College and a J.D. from Boston College.

*Gerald P. Ferris, 69*, has been our Vice President of Global Sales since May 2007 and held the same position with Power Transmission Holdings, LLC, our predecessor, since March 2002. He is responsible for the worldwide sales of our broad product platform. Mr. Ferris joined our predecessor in 1978 and since joining has held various positions. He became the Vice President of Sales for Boston Gear in 1991. Mr. Ferris holds a B.A. degree in Political Science from Stonehill College.

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*Todd B. Patriacca*, 49, has been our Vice President of Finance, Corporate Controller and Treasurer since February 2010. Prior to his current position, Mr. Patriacca served as our Vice President of Finance, Corporate Controller and Assistant Treasurer since October 2008 and previous to that, as Vice President of Finance and Corporate Controller since May 2007 and as Corporate Controller since May 2005. Prior to joining us, Mr. Patriacca was Corporate Finance Manager at MKS Instruments Inc. ( MKS ), a semi-conductor equipment manufacturer since March 2002. Prior to MKS, Mr. Patriacca spent over ten years at Arthur Andersen LLP in the Assurance Advisory practice. Mr. Patriacca is a Certified Public Accountant and holds a B.A. in History from Colby College and an M.B.A. and an M.S. in Accounting from Northeastern University.

*Craig Schuele*, 55, has been our Vice President of Marketing and Business Development since May 2007 and held the same position with our predecessor since July 2004. He is responsible for global marketing as well as coordinating Altra's merger and acquisition activity. Prior to his current position, Mr. Schuele was our Vice President of Marketing since March 2002, and previous to that he was our Director of Marketing. Mr. Schuele joined our predecessor in 1986 and holds a B.S. degree in Management from Rhode Island College.



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**COMPENSATION DISCUSSION AND ANALYSIS**

The following discussion provides an overview and analysis of our compensation programs and policies and the major factors that shape the creation and implementation of those policies. In this discussion and analysis, and in the more detailed tables and narrative that follow, we will discuss compensation and compensation decisions for fiscal 2018 relating to the following persons, whom we refer to as our named executive officers:

Carl R. Christenson, Chairman and Chief Executive Officer;

Christian Storch, Chief Financial Officer;

Glenn E. Deegan, Vice President, Legal and Human Resources, General Counsel and Secretary; and

Craig Schuele, Vice President of Marketing and Business Development;

Todd B. Patriacca, Vice President of Finance, Corporate Controller and Treasurer.

**Executive Summary**

***Overview***

The Compensation Committee believes that executive compensation should be structured to encourage and reward performance that leads to meaningful results for the Company. Both our cash and equity incentive compensation programs are tied primarily to performance metrics designed to measure sales and earnings growth and working capital management of Altra. Our strategy is to compensate our executives at competitive levels through programs that emphasize performance-based incentive compensation in the form of annual cash payments and equity-based awards. Our executives have the opportunity to earn above-median compensation for above-market performance while below-market performance will result in below-median compensation.

***Operating Performance***

On October 1, 2018, Altra and Fortive Corporation ( Fortive ) consummated the combination of Altra with four operating companies from Fortive s Automation & Specialty platform (the A&S Business ). In accordance with the terms and conditions of an Agreement and Plan of Merger and Reorganization (the Merger Agreement ), dated March 7, 2018, among Altra, Fortive, McHale Acquisition Corp. ( Merger Sub ) and Stevens Holding Company, Inc. ( Stevens Holding ), and a Separation and Distribution Agreement, dated March 7, 2018, among Altra, Fortive and Stevens Holding (the Distribution Agreement ), (1) Fortive transferred certain assets, liabilities and entities constituting a portion of the A&S Business to Stevens Holding, (2) Fortive distributed to its stockholders all of the issued and outstanding shares of Stevens Holding common stock held by Fortive by way of an exchange offer (the Distribution ) and (3) Merger Sub merged with and into Stevens Holding and Stevens Holding became a wholly-owned subsidiary of Altra, and the issued and outstanding shares of Stevens Holding common stock converted into shares of Altra common stock (the Merger ). In addition, pursuant to the Merger Agreement, prior to the effective time of the Merger, Fortive transferred certain non-U.S. assets, liabilities and entities constituting the remaining portion of the A&S Business to certain subsidiaries of Altra, and the Altra subsidiaries assumed substantially all of the liabilities associated with the transferred assets (the Direct Sales ) (all of the foregoing, collectively, the Fortive Transaction ). Upon consummation of the Fortive Transaction, the shares of Stevens Holding common stock then outstanding were automatically converted into the right to receive 35.0 million shares of Altra common stock, which were issued by Altra on the Closing Date, and represented approximately 54% of the outstanding shares of Altra common stock, together with cash in lieu of fractional shares. Altra s pre-Merger shareholders continued to hold the remaining approximately 46% of the outstanding shares of Altra common stock.

The A&S Business, consisting of four key brands, Kollmorgen, Portescap, Thomson and Jacobs Vehicle Systems, designs, manufactures, markets and sells electromechanical and electronic motion control products, including standard and custom motors, drives and controls; linear motion systems, ball screws, linear bearings,

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clutches/brakes, linear actuators and mechanical components; and through Jacobs Vehicle Systems, supplemental braking systems for commercial vehicles. With the completion of the Fortive transaction, Altra is now solidly positioned with an expanded portfolio of technologies, increased exposure to end markets with attractive secular trends, a proven world-class business system, and strong free cash flow generation. In addition, as a result of the successful completion of the Fortive Transaction, Altra has significantly increased the size and scope of its business:

Revenues doubled to approximately \$1.9 billion<sup>1</sup>;

The number of employees increased from approximately 4,500 to approximately 9,300; and

The footprint of Altra's worldwide manufacturing facilities increased by approximately 70%. In addition, we expect the transformational combination with the A&S Business to meaningfully enhance Altra's ability to drive growth and value creation for our shareholders, customers and employees. Notably, with the addition of the A&S Business, Altra has:

Established a stronger position at the higher end of the technology spectrum;

Expanded our portfolio of precision electrical, mechanical and software technologies and services;

Increased our exposure to attractive end markets, including advanced material handling, aerospace & defense, factory automation, food processing, medical and robotics;

Enhanced our financial profile with strong free cash flow that we expect will help accelerate growth and enable us to de-lever our balance sheet; and

Combined two deeply embedded and proven business systems to create a world class business system that we expect will accelerate top- and bottom-line growth, drive sustainable competitive advantage and ensure superior execution of our strategic initiatives. For the full year of 2018, we reported net sales of approximately \$1.18 billion, up 34% from the prior year as we benefitted from the addition of the A&S Business in the fourth quarter of 2018 as well as strong performances across several of our end markets throughout the year. The combination of our year-long focus on strategic initiatives such as supply chain management and strategic pricing and the single-quarter contribution from the A&S Business had a favorable impact on our earnings and helped drive an improvement in non-GAAP income from operations, which is the non-GAAP income from operations reported in the Company's earnings release filed as an exhibit to the Company's Form 8-K filed with the SEC on February 21, 2019. In 2018, GAAP diluted earnings per share declined 48% to \$0.92, primarily due to a reduction in net income as a result of increased costs related to the acquisition of the A&S Business. Non-GAAP diluted earnings per share, which is the non-GAAP diluted earnings per share reported in the Company's earnings release filed as an exhibit to the Company's Form 8-K filed with the SEC on February 21, 2019, grew 25.4% to \$2.86. Excluding the impact of the A&S Business, our non-GAAP diluted earnings per share was \$2.55, an increase of 11.8% over prior year. Finally, we continued to return value to shareholders through the payment of our quarterly dividends.

Our 2018 non-GAAP adjusted EBITDA, which is the non-GAAP adjusted EBITDA reported in the Company's slide deck filed as an exhibit to the Company's Form 8-K filed with the SEC on February 21, 2019 further adjusted to exclude the impact of the A&S Business, was approximately \$141.1 million, which exceeded the non-GAAP adjusted EBITDA target of \$138.3 million. Our 2018 working capital turns were 4.5, which exceeded the working capital management target of 4.36. Our non-GAAP adjusted diluted earnings per share excluding the impact of the A&S Business of \$2.55 exceeded the non-GAAP adjusted diluted earnings per share target of \$2.37. As a result of these above-target results, our named executive officers received an annual cash incentive payout equal to approximately 144.4% of target under our Management Incentive Compensation Plan.

<sup>1</sup> 2018 pro forma revenues after giving effect to the Fortive Transaction.

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The structure of the Fortive Transaction resulted in former Fortive shareholders holding shares representing approximately 54% of the outstanding shares of Altra common stock after the closing of the Fortive Transaction and therefore constituted a change in control under our Performance Share Award Agreements. As a result, following the closing of the Fortive Transaction, performance goals for performance shares were deemed satisfied based on actual performance as of the last completed quarter prior to the closing date of the Fortive Transaction (for outstanding unearned ROIC performance share awards) and as of the closing date of the Fortive Transaction (for outstanding unearned relative TSR performance share awards) in accordance with terms of the applicable award agreements.

Our return on invested capital ( ROIC ) for the first three fiscal quarters of 2018 (measured as of the most recently completed fiscal quarter prior to the change in control) was approximately 11.1%, which was above our 2018 ROIC target of 10.3%. As a result, our named executive officers received restricted stock equal to approximately 158.0% of target for the portion of their 2018 performance share awards tied to 2018 ROIC, which will cliff vest in February 2021. The portion of the outstanding 2018 performance share awards tied to total shareholder return on ( TSR ), which originally was to be measured for the three-year period ending December 31, 2020, was instead earned based on TSR performance for the period beginning January 1, 2018 and ending October 1, 2018 as a result of the change in control. During this significantly shortened performance period, TSR was approximately - 14.98%, or at the 17<sup>th</sup> percentile (ranking #16 out of 19) of our performance share peer group. As a result, our named executive officers will not receive a payout for the portion of their 2018 performance share awards tied to TSR.

The portion of the outstanding 2017 performance share awards tied to TSR, which originally was to be measured for the three-year period ending December 31, 2019, was instead earned based on TSR performance for the period beginning January 1, 2017 and ending October 1, 2018 as a result of the change in control. During this shortened performance period, TSR was approximately 11.93%, or at the 33<sup>rd</sup> percentile (ranking #11 out of 16) of our performance share peer group. As a result, our named executive officers received restricted stock equal to approximately 66.67% of target for the portion of their 2017 performance share awards tied to TSR, which will cliff vest in February 2020.

The portion of the outstanding 2016 performance share awards tied to TSR, which originally was to be measured for the three-year period ending December 31, 2018, was instead earned based on TSR performance for the period beginning January 1, 2016 and ending October 1, 2018 as a result of the change in control. During this shortened performance period, TSR was approximately 64.36%, or at the 46<sup>th</sup> percentile (ranking #9 out of 16) of our performance share peer group. As a result, our named executive officers received restricted stock equal to approximately 93.33% of target for the portion of their 2016 performance share awards tied to TSR, which cliff vested in February 2019.

### ***Elements of Compensation***

Total compensation for our executive officers consists of the following elements of pay:

Base salary;

Annual cash incentive bonus dependent on our financial performance and achievement of performance objectives;

Long-term incentive compensation through grants of equity-based awards, which have traditionally been in the form of restricted stock and performance share awards;

Participation in retirement benefits through a 401(k) Savings Plan;

Severance benefits payable upon termination under specified circumstances to our key executive officers;

Medical and dental benefits that are available to substantially all our employees. We share the expense of such health benefits with our employees, with the cost depending on the level of benefits coverage an



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employee elects to receive. Our health plan offerings are the same for our executive officers and our other non-executive employees; and

Our named executive officers are provided with the same short-term and long-term disability insurance benefits as our other salaried employees. Additionally, our named executive officers are provided with life insurance and supplemental long-term disability benefits that are not available to all salaried employees.

***2018 Compensation Structure***

In 2017, the Compensation Committee engaged the services of Frederic W. Cook ( FW Cook ) to review the design and competitiveness of the Company s executive compensation program. The Compensation Committee received a series of reports from FW Cook (the 2017 FW Cook Reports ), which among other things: (i) recommended certain changes to the Company s compensation peer group; (ii) indicated that certain executive officer base salaries were below median market levels; and (iii) that the total target annual cash compensation (the sum of base salary and target bonus) and the total target direct compensation (the sum of base salary, target bonus and the annualized grant date present value of long-term incentive grants) for the Company s executive officers generally were below market median levels.

Based on its review of the compensation of the Company s executives and taking into account the findings and recommendations in the 2017 FW Cook Reports, the Compensation Committee approved certain changes to compensation levels and structure. For 2018, our compensation levels and structure continued to reflect both changes implemented in previous years as well as additional changes implemented for 2018 including, without limitation, the following:

Based on the recommendations contained in the 2017 FW Cook Reports, the Company made certain changes to its compensation peer group for 2018. Specifically, L.B. Foster Company and Powell Industries, Inc. were removed from the peer group (three other companies were removed in prior years due to acquisition) and the following five companies were added to the peer group: Barnes Group Inc., Franklin Electric Co., Inc., Mueller Water Products, Inc., Tennant Company and TriMas Corporation. Altra s revenues and market capitalization approximated the peer group median as of June 30, 2017;

The general structure of the Company s Management Incentive Compensation Program was retained, limiting the maximum award under the plan to 2.0x the target award for the Company s executives;

The Company s 2018 long-term incentive program included a performance share component based on relative total shareholder return measured over a three (3) year period to better align executive compensation with the return received by the Company s stockholders; and

For 2018, one-third of the Chief Executive Officer s target long term incentive award is comprised of performance shares and one-half of the other named executive officers target long term incentive award is comprised of performance shares. Beginning in 2019, one-half of the Chief Executive Officer s target long term incentive award will be comprised of performance shares.

In July 2018, in connection with the anticipated closing of the Fortive Transaction which substantially increased the size of the Company s business, the Compensation Committee again engaged the services of FW Cook and FW Cook delivered a series of reports evaluating the Company s compensation peer group and the design and competitiveness of the Company s compensation programs, including the executive compensation program (the 2018 FW Cook Reports ). The 2018 FW Cook Reports recommended changes to the Company s compensation peer group to better reflect the size and business model characteristics of the new, combined Company. The 2018 FW Cook Reports also (i) indicated that certain executive officer base salaries were below median market levels; (ii) indicated that the total target annual cash compensation (the sum of base salary and target bonus) and the total target direct compensation (the sum of base salary, target bonus and the annualized grant date present value of long-term incentive grants) for the Company s executive officers generally were

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positioned near or below the 25<sup>th</sup> percentile of market practice; and (iii) recommended adjustments to target compensation levels for certain executives to recognize the expansion of responsibilities, to support a pay-for-performance orientation for the combined Company, and to promote retention.

### ***Practices and Policies to Promote Effective Compensation Governance***

Examples of practices and policies that the Committee has implemented to ensure effective governance of compensation plans include:

We maintain rigorous share ownership guidelines which are applicable to all executives and non-employee directors, as appropriate;

We provide double trigger change-in-control protection to our executive officers in which they may be entitled to severance benefits in the event of a change-in-control of the Company and qualifying employment termination. In addition, performance share awards granted under the 2014 Omnibus Incentive Plan also provide for double trigger change-in-control vesting;

The Compensation Committee has the authority to hire independent counsel and other advisors and the Committee has engaged its own independent compensation consultant;

The Compensation Committee has conducted a review and assessment of risk as it relates to our compensation policies and practices;

Our Policy on Insider Trading prohibits hedging and short sale transactions and no director or officer may pledge Company securities as collateral; and

The Company has adopted a comprehensive clawback policy that permits us to seek to recover certain amounts of both cash and equity incentive compensation under certain circumstances. Refer to the section entitled *Clawback Policy* for a description of the Company's clawback policy.

### **Personnel and Compensation Committee**

The Compensation Committee of the Board of Directors, as further discussed in this Proxy Statement under the caption *Committees of the Board of Directors*, has responsibility for establishing, implementing and monitoring adherence with the Company's compensation program. The role of the Compensation Committee is to oversee, on behalf of the Board and for the benefit of the Company and its stockholders, the Company's compensation and benefit plans and policies, to review and approve equity grants to directors and executive officers and to determine and approve annually all compensation relating to the CEO and the other executive officers of the Company. The Compensation Committee utilizes the Company's Human Resources Department and reviews data from market surveys and proxy statements to assess the Company's competitive position with respect to base salary, annual incentives and long-term incentive compensation. The Compensation Committee has the authority to engage the services of independent compensation consultants and engaged FW Cook in 2011, 2014, 2017 and 2018 to conduct reviews of the competitiveness of the Company's executive and non-employee director compensation programs and also engaged FW Cook to review the Company's change in control agreements with its executives in 2015. The Compensation Committee meets annually to review executive compensation programs, determine compensation levels and performance targets, review management performance, and approve final executive bonus distributions.

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### **Objectives of Our Compensation Programs**

We believe that compensation paid to executive officers should be closely aligned with the performance of the Company on both a short-term and long-term basis, and that such compensation should assist the Company in attracting and retaining key executives critical to the Company's success. To this end, our compensation program for executive officers is structured to achieve the following objectives:

#### ***Recruiting and Retention of Talented Professionals***

We believe that the dedication, creativity, competence and experience of our workforce enable us to compete, given the realities of the industry in which we operate. We aim to compensate our executives at competitive levels in order to attract and retain highly qualified professionals critical to our success. There are many important factors in attracting and retaining qualified individuals, compensation being one of them.

#### ***Alignment of Individual and Short-Term and Long-Term Organizational Goals***

We seek to align the short-term interests of our executives with those of our stockholders by structuring a significant portion of executive compensation as a performance-based bonus. In particular, the level of cash incentive compensation is determined by the use of annual performance targets, which we believe encourages superior short-term performance and operating results for the organization.

We strive to align the long-term interests of our executives with those of our stockholders and foster an ownership mentality in our executives by giving them a meaningful stake in our success through our equity incentive programs. Our equity compensation program for executives is designed to link the long-term compensation levels of our executives to the creation of lasting stockholder value.

### **What We Reward, Why We Pay Each Element of Compensation and How Each Element Relates to Our Compensation Objectives**

Base salary, as well as benefits such as 401(k) participation, severance, health care and life and disability insurance, are intended to provide a level of income and benefits commensurate with the executive's position, responsibilities and contributions to the Company. We believe the combined value of base salary, annual cash incentives and fringe benefits should be competitive with the salary, bonus and general benefits provided to similarly situated executives in the industry.

We compensate our executives through programs that emphasize performance-based incentive compensation. We have structured annual cash and long-term equity compensation to motivate executives to achieve the business goals set by us and reward the executives for achieving such goals. For 2018, depending on the executive, target annual cash incentives comprised approximately 19%-23% of target total direct compensation and target long term incentives comprise approximately 33%-56% of target total direct compensation.

Through our annual cash bonus program, we attempt to tailor performance goals to our current priorities and needs. Through our long-term, non-cash incentive compensation, we attempt to align the interests of our executive officers with those of our stockholders by rewarding our executives based on absolute and relative stock price performance over time through awards of restricted stock and performance shares.

### **How We Determine the Amounts We Pay**

The Compensation Committee utilizes the Company's Human Resources Department and reviews data from market surveys and proxy statements to assess the Company's competitive position with respect to base salary, annual incentives and long-term incentive compensation. The Compensation Committee engaged FW Cook in



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2011, 2014, 2017 and 2018 to assist it in assessing and recommending changes to the Company's compensation peer group and to conduct reviews of the competitiveness of the Company's executive and non-employee director compensation programs.

***Compensation Peer Group***

Based on the recommendations in the 2017 FW Cook Reports, the Compensation Committee established the below compensation peer group for 2018 compensation decisions.

Actuant Corporation	EnPro Industries, Inc.	Lydall, Inc.	TriMas Corporation
Barnes Group Inc.	ESCO Technologies, Inc.	NN, Inc.	Watts Water Technologies, Inc.
Chart Industries, Inc.	Franklin Electric Co., Inc.	Mueller Water Products, Inc.	
CIRCOR International, Inc.	The Gorman-Rupp Company	RBC Bearings Incorporated	
Columbus McKinnon Corp.	John Bean Technologies Corporation	Tennant Company	

We believe that our compensation peer group for 2018 is representative of the market in which we compete for talent. The size of the group has been established so as to provide sufficient benchmarking data across the range of senior positions in our Company. Our compensation peer group companies were chosen because they are similar to Altra in terms of size, industry and business mix. We believe the quality of these organizations will allow Altra to maintain a high level of continuity in the peer group, providing a consistent measure for benchmarking compensation. Our revenues and market capitalization were in the median range of the peer companies at the time of the 2017 FW Cook Reports. In July 2018, in connection with the anticipated closing of the Fortive Transaction, FW Cook performed another review of the Company's compensation peer group and the recommendations from the 2018 FW Cook Reports were considered in establishing the Company's compensation peer group for 2019.

***Base Salary***

Base salaries for executives are determined by the Compensation Committee or the Board based upon job responsibilities, level of experience, individual performance, comparisons to the salaries of executives in similar positions at other companies within the compensation peer group, as well as internal comparisons of the relative compensation paid to the members of our executive team.

In addition, our CEO makes recommendations to the Compensation Committee with respect to the base compensation of our executives other than himself. In the case of the CEO, the Compensation Committee evaluates his performance and makes a recommendation of base compensation to the Board. These recommendations are then evaluated, discussed, modified as appropriate and ultimately approved by the Compensation Committee or the Board. Pursuant to the employment agreements the Company has entered into with Messrs. Christenson and Storch, the Board may not reduce, but may increase, their base salaries so long as their employment agreements are in effect. For further discussion of the employment agreements, see the section entitled "Employment Agreements" in this Proxy Statement.

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On February 12 and 13, 2018, the Compensation Committee approved the 2018 base salary compensation for our named executive officers after a review of competitive market data and consideration of the 2017 FW Cook Reports, which indicated that certain executive officer base salaries were below median market levels and could be increased to more closely reflect market median levels. On February 12, 2019, the Compensation Committee approved increases to the 2019 base salary compensation for our named executive officers after a review of competitive market data and consideration of the 2018 FW Cook Reports, which indicated that certain executive officer base salaries were below, and in some cases significantly below, median market levels and could be increased to more closely reflect market median levels as part of the Company's annual salary review process. The 2019 base salary increases for our named executive officers were approved retroactive to October 1, 2018, the closing date of the Fortive Transaction. For the year 2018, the named executive officers received base salaries as set forth in the table below.

Named Executive Officer	2017 Base Salary	2018 Base		2018 Base	
		Salary Effective 1/1/18	Percentage Increase	Salary Effective 10/1/18	Percentage Increase
Carl R. Christenson	\$689,585	\$ 800,000	16%	\$900,000	12%
Christian Storch	\$429,665	\$ 442,555	3%	\$480,000	8%
Glenn E. Deegan	\$344,793	\$ 355,137	3%	\$385,000	8%
Craig Schuele	\$254,616	\$ 269,893	6%	\$310,000	15%
Todd B. Patriacca	\$240,000	\$ 247,200	3%	\$275,000	11%

**Annual Cash Incentives**

Our executive officers are eligible to participate in the Company's Management Incentive Compensation Program ( MICP ). Under the MICP, the Compensation Committee establishes an annual target bonus opportunity for each of our executive officers based upon the Company's achievement of certain financial performance targets. The financial performance targets in 2018 were based on adjusted EBITDA, working capital management, and sales and earnings per share ( sales/EPS ) growth goals. Overall, this combination of performance targets is designed to emphasize profitability and productivity, and drive sales growth.

The adjusted EBITDA target consists of earnings before interest, income taxes, depreciation and amortization and is adjusted further for certain non-recurring items, including, but not limited to, the impact of and inventory fair value adjustments recorded in connection with acquisitions. The adjusted EBITDA target for fiscal 2018 was approximately \$138.3 million. The working capital management target is based on the number of working capital turns for the year. The working capital management target for fiscal 2018 was approximately 4.36 turns. The sales/EPS growth component of the MICP is based on the growth of sales and non-GAAP adjusted diluted earnings per share. The baselines for measuring sales/EPS growth for the 2018 MICP were budgeted 2018 net sales of approximately \$902.3 million and budgeted 2018 non-GAAP adjusted diluted earnings per share of \$2.37. Our executive officers are not entitled to a bonus under the MICP if the Company does not achieve at least 80% of the adjusted EBITDA target.

The Compensation Committee annually establishes a target bonus opportunity for each executive officer which represents the percentage of base salary to be received by the executive officer as a cash bonus if the Company meets its adjusted EBITDA and working capital management targets. This target percentage is then adjusted upwards or downwards by plotting actual adjusted EBITDA results on an established adjusted EBITDA target performance grid ( EBITDA Multiplier ). The resulting percentage is then further adjusted upwards or downwards by plotting actual working capital turns on an established working capital turns performance grid ( Working Capital Turns Multiplier ). The resulting percentage may then be further adjusted upward, but not downward, by plotting actual sales and non-GAAP adjusted diluted earnings per share on an established sales/EPS performance grid ( Sales/EPS Multiplier ). The maximum award under the MICP is limited to 2.0x the target award for the Company's executives.

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The Company's actual results for fiscal 2018 (excluding the impact of the A&S Business) were: (i) adjusted EBITDA of approximately \$141.1 million which exceeded the adjusted EBITDA target and resulted in an EBITDA Multiplier of 1.10, (ii), working capital turns of approximately 4.5 which was greater than the working capital management target and resulted in a Working Capital Turns Multiplier of 1.01, and (iii) sales of approximately \$935.2 million and non-GAAP adjusted diluted earnings per share of \$2.55 which resulted in a Sales/EPS Multiplier of 1.30. Based upon these results, the Compensation Committee approved bonuses to each of Messrs. Christenson, Storch, Deegan, Schuele and Patriacca as set forth in the table below.

Officer	2018 Target Bonus - Percentage of Base Salary	2018 Actual Bonus Payout \$	2018 Actual Bonus Payout Percentage of Base Salary	2018 Actual Bonus Payout Percentage of Target Bonus
Carl R. Christenson	75%	\$ 893,661	108%	144%
Christian Storch	60%	\$ 391,622	87%	144%
Glenn E. Deegan	55%	\$ 288,039	79%	144%
Craig Schuele	50%	\$ 202,144	72%	144%
Todd B. Patriacca	45%	\$ 165,181	65%	144%

Any bonuses earned are fully paid in cash following the end of the year earned and after the completion of the consolidated financial statement audit.

To further clarify the bonus calculation, the following is an example calculation for Mr. Christenson:

Base Salary	Target%	Target \$	EBITDA Multiplier	Working Capital Turns Multiplier	Sales/EPS Growth Multiplier	Bonus Payment(1)
\$825,000	75%	\$ 618,750	1.10	1.01	1.30	\$ 893,661

(1)  $(893,661 = 618,750 * 1.10 * 1.01 * 1.30)$

**Long-Term Incentive Compensation**

The Compensation Committee awards long-term incentive grants to the Company's executive officers as a component of total compensation to further align executive officers' compensation with the long-term performance of the Company and to aid in retention. We believe that equity-based compensation ensures that our executives have a continuing stake in the long-term success of the Company. We issue equity-based compensation in the form of restricted stock or restricted stock units, which generally vest ratably over a period of years, and performance shares, which generally include a measurement period for the applicable performance metric of at least one year and may also vest over a period of years after the amount of the award is fixed. The purpose of these equity incentives is to encourage stock ownership, offer long-term performance incentive and more closely align the executive's compensation with the return received by the Company's stockholders.

The 2017 FW Cook Reports noted, among other things, that the Company's long-term incentive program was performance-based, supported the Company's retention objective and generally was aligned with best practice. As a result, no changes were made to the overall structure of the Company's long-term incentive program for 2018.

The Compensation Committee has established a target long-term incentive opportunity for each executive officer which represents a percentage of base salary to be received annually by the executive officer as a grant of time vested restricted stock. In setting the target percentage of base salary for the restricted stock award grant, the Compensation Committee considers compensation peer group benchmarking data and recommendations and data provided by FW Cook, such as the data contained in the 2017 FW Cook Reports. The Compensation Committee may then adjust the incentive grant upwards or downwards in its discretion. For 2018, Messrs. Christenson, Storch, Deegan, Schuele and Patriacca have target restricted stock award grant percentages equal to 150%, 50%,

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50%, 45% and 35% of their respective base salaries. On February 13, 2018, the Compensation Committee approved the following grants of restricted stock for each of the named executive officers set forth below:

<b>Officer</b>	<b>2018 Number of Restricted Shares Granted(1)</b>	<b>2018 Stock Value at Time of Grant</b>
Carl R. Christenson	26,201	\$ 1,200,000
Christian Storch	4,832	\$ 221,278
Glenn E. Deegan	3,878	\$ 177,569
Craig Schuele	2,652	\$ 121,452
Todd B Patriacca	1,890	\$ 86,250

(1) Shares vest in equal annual installments on August 15, 2018, August 15, 2019, August 15, 2020 and August 15, 2021. The Compensation Committee did not adjust any of the above grants from the target percentage.

The Compensation Committee has also established a target long-term incentive opportunity for each executive officer which represents a percentage of base salary to be received annually by the executive officer as a performance share award. In setting the target percentage of base salary for the performance share award grant, the Compensation Committee considered compensation peer group benchmarking data and data contained in the 2017 FW Cook Reports. For 2018, Messrs. Christenson, Storch, Deegan, Schuele and Patriacca had target performance share award grant percentages equal to 75%, 50%, 50%, 45% and 35% of their respective base salaries.

The performance objective for fifty percent (50%) of the 2018 performance share awards was a targeted amount of return on invested capital ( ROIC ) established by the Compensation Committee of the Company over a measurement period of one year beginning on January 1, 2018 and ending on December 31, 2018. The Committee believes ROIC provides a useful measure of how efficiently the Company uses its capital and whether adequate returns from that capital are achieved. The Committee further believes that ROIC is closely correlated with the creation of shareholder value. Award payouts for the performance shares are based on the percentage of the performance target achieved. The percentage of the award earned at the end of the performance cycle based on the performance target can range between 0%, for achievement of less than approximately 85% of the performance target, and 200%, for achievement of approximately 110% of the performance target. Once the amount of the performance share award is fixed based upon achievement of the target performance objective, the awards will be paid in restricted common stock, which restricted stock will vest on the second anniversary of the issuance date. Following the closing of the Fortive Transaction which resulted in a change in control, performance goals for the ROIC portion of the 2018 performance share awards were deemed satisfied based on actual performance as of the last completed quarter prior to the closing date of the Fortive Transaction. The chart below details results certified by the Compensation Committee compared to the 2018 ROIC goal:

	<b>Threshold</b>		<b>Target</b>		<b>Maximum</b>	<b>As Certified 2018 ROIC Results</b>
<b>ROIC<sup>1</sup>:</b>	8.8%	9.3%	10.3%	11.05%	11.3%	11.1%
<b>Pay-out as % of Target:</b>	0%	50%	100%	150%	200%	158.0%

1 Results between ROIC performance levels are interpolated.

The performance objective for the remaining fifty percent (50%) of the 2018 performance share awards measures the Company's total shareholder return ( TSR ) against the TSR for a peer group of companies (consisting of the 17 companies in our 2018 compensation peer group plus Rexnord Corporation) over a measurement period of three years beginning on January 1, 2018 and ending on December 31, 2020. Award payouts for the performance shares are based on the percentile rank of the Company's TSR compared to the TSR

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of peer group companies over the performance period. The chart below illustrates potential payouts at various levels of performance:

Relative TSR Performance Level <sup>1</sup>	Vesting Percentage (% of Target Award)	Payout if Altra TSR is negative
75 <sup>th</sup> Percentile	150%	100%
50 <sup>th</sup> Percentile	100%	100%
25 <sup>th</sup> Percentile	50%	50%
Below 25 <sup>th</sup> Percentile	0%	0%

<sup>1</sup> Results between performance levels are interpolated.

As a result of the Fortive Transaction, which was considered a change in control under the applicable award agreements, the 2018 TSR performance share awards were earned based on TSR performance for the period beginning January 1, 2018 and ending October 1, 2018. During this significantly shortened performance period, TSR was approximately -14.98%, or at the 17<sup>th</sup> percentile (ranking #16 out of 19) of our performance share peer group. As a result, our named executive officers will not receive a payout for the portion of their 2018 performance share awards tied to TSR.

Information regarding the 2018 Performance Share grants to named executive officers is set forth in the table below.

Officer	2018 Total Target Number of Performance Shares Granted	2018 Actual ROIC Performance Shares Awarded (weighted 50% of total award) <sup>1</sup>	2018 Actual Relative TSR Performance Shares Awarded (weighted 50% of total award) <sup>2</sup>
Carl R. Christenson	13,101	10,483	0
Christian Storch	4,832	3,867	0
Glenn E. Deegan	3,878	3,103	0
Craig Schuele	2,652	2,123	0
Todd B. Patriacca	1,890	1,513	0

<sup>1</sup> Awards cliff vest in February 2021. Shares awarded includes dividend equivalent shares calculated based on earned performance shares.

<sup>2</sup> Awards originally had a measurement period of three years beginning on January 1, 2018 and ending on December 31, 2020. As a result of the Fortive Transaction, which was considered a change in control under the applicable award agreements, the 2018 TSR performance share awards were earned based on TSR performance for the period beginning January 1, 2018 and ending October 1, 2018.

**Other Benefits**

We have a 401(k) plan in which the named executive officers currently participate. We also provide life, disability, medical and dental insurance as part of our compensation package. The Compensation Committee considers all of these plans and benefits when reviewing the total compensation of our executive officers.

For 2018, the 401(k) plan offered a company match of \$1.00 for every \$1.00 contributed by a named executive officer to the plan up to 3% of the executive officer's eligible compensation and \$0.50 for every \$1.00 contributed by a named executive officer to the plan for the next 2% of the executive officer's eligible compensation (for an aggregate maximum total matching contribution of up to 4% of eligible compensation) subject to applicable IRS maximums. For 2018, the Company also contributed an amount equal to 2% of a named executive officer's eligible compensation to their account regardless of the amount of the contributions made by the named executive officer.



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The named executive officers are provided with the same short-term and long-term disability benefits as our other salaried employees. Additionally, the named executive officers are provided with life insurance and supplemental long-term disability benefits that are not available to all salaried employees.

### ***Perquisites***

We do not provide the named executive officers with perquisites or other personal benefits such as company vehicles, club memberships, financial planning assistance, tax preparation or other similar benefits.

### **Stock Ownership Guidelines**

The Compensation Committee has established stock ownership guidelines for certain of the Company's senior executive positions, including those held by Messrs. Christenson, Storch, Deegan, Schuele and Patriacca, pursuant to which such executives should retain the value of Company stock equal to the following:

Carl R. Christenson five times (5x) annual base salary.

Christian Storch three times (3x) annual base salary.

Other named executive officers one time (1x) annual base salary.

The following categories satisfy a participant's ownership guidelines: (i) shares of common stock owned directly; (ii) shares of common stock owned indirectly (e.g., by a spouse or a trust); (iii) shares of common stock represented by amounts invested in a 401(k) plan or deferred compensation plan maintained by the Company or an affiliate; and (iv) restricted stock (vested and unvested), earned performance shares (vested and unvested), restricted stock units (vested and unvested), or phantom stock. Unexercised options, unearned performance shares, and pledged shares are not counted toward meeting the guidelines. All of these executive officers have a five (5) year period to accumulate the specific values referenced above. As of March 13, 2019, all of our named executive officers were in compliance with the stock ownership guidelines.

The Company's Board of Directors has the discretion to enforce the stock ownership guidelines on a case-by-case basis. Violations of the Company's stock ownership guidelines may, without limitation and in the Board's discretion, result in the participant not receiving future grants of long-term incentive plan awards or annual equity retainer or result in the participant being required to retain all or a portion of future grants of long-term incentive plan awards or annual equity retainer until compliance is achieved.

### **Clawback Policy**

The Company has adopted a clawback policy that permits us to seek to recover certain amounts of incentive compensation, including both cash and equity, granted on or after January 1, 2017 to any current or former executive officer (as defined in the Securities Exchange Act of 1934, as amended, and the listing standards of the national securities exchange on which the Company's securities are listed) or such other senior executive who engaged in fraud or material misconduct, if payment of such compensation was based on the achievement of financial results that were subsequently the subject of a restatement of our financial statements due to fraud or material misconduct, and the executive engaged in improper conduct that materially contributed to the need for restatement, and a lower amount of incentive compensation would have been earned based on the restated financial results.

### **Tax and Accounting Considerations**

Section 162(m) of the Internal Revenue Code of 1986, as amended generally places a limit of \$1,000,000 on the amount of compensation that we may deduct in any one year with respect to our applicable named executive officers. Prior to the Tax Cuts and Jobs Act of 2017, this limit generally did not apply to compensation that met

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the tax code exception for qualifying performance-based compensation. The Compensation Committee considers the anticipated tax treatment to the Company and its executive officers when reviewing the executive compensation programs. However, the Compensation Committee will not necessarily seek to limit executive compensation to amounts deductible under Section 162(m), particularly given the sweeping elimination of the exception for qualified performance-based compensation, as the Compensation Committee wishes to maintain flexibility to structure our executive compensation programs in ways that best promote the interests of the Company and its stockholders.

### **Change of Control Matters, Employment Contracts and Other Agreements**

#### ***Employment Agreements***

Two of our named executive officers, Messrs. Christenson and Storch, have entered into employment agreements with us. Mr. Christenson entered into his employment agreement in early January 2005, which was subsequently amended on March 3, 2009 (with such amendment effective as of January 1, 2009). The initial term of Mr. Christenson's amended employment agreement expired on December 31, 2013, but the term of the agreement automatically renews for successive one-year terms unless either Mr. Christenson or Altra terminates the agreement upon 6 months prior notice to such renewal date. Mr. Storch entered into his employment agreement in December 2007, which was subsequently amended on November 5, 2012. The initial term of Mr. Storch's amended employment agreement expired on December 31, 2013, but the term of the agreement automatically renews for successive one-year terms unless either Mr. Storch or Altra terminates the agreement upon 6 months prior notice to such renewal date. Each of the employment agreements contain usual and customary restrictive covenants, including 12 month non-competition provisions and non-solicitation/no hire of employees or customers provisions, non-disclosure of proprietary information provisions and non-disparagement provisions. In the event of a termination by the Company without cause or by the Executive for good reason, Messrs. Christenson and Storch are entitled to severance equal to 12 months' salary, continuation of medical and dental benefits for the 12-month period following the date of termination, and an amount equal to their pro-rated bonus for the year of termination. In addition, upon such termination, all of Mr. Christenson's unvested equity awards and fifty percent of Mr. Storch's unvested equity awards received from our Incentive Plan shall automatically vest. Any payments upon termination are subject to certain conditions including compliance with the non-competition, non-solicitation, non-disclosure and non-disparagement provisions described above. Under the terms of his employment agreement, upon his death or disability, fifty percent of Mr. Storch's unvested equity awards received from the Company's Incentive Plan shall automatically vest.

Under the agreements, each of Messrs. Christenson and Storch is also eligible to participate in all compensation or employee benefit plans or programs and to receive all benefits and perquisites for which the Company's salaried employees generally are eligible under any current or future plan or program on the same basis as other senior executives of the Company.

#### ***Change of Control Provisions***

Pursuant to the terms of the employment agreements discussed above under the caption *Employment Agreements*, we provide benefits to Messrs. Christenson and Storch upon termination of employment from the Company under certain circumstances. The benefits described under the caption *Employment Agreements* are in addition to the benefits to which the executives would be entitled upon a termination of employment generally (i.e. vested retirement benefits accrued as of the date of termination, stock awards that are vested as of the date of termination and the right to elect continued health coverage pursuant to COBRA).

The Company has entered into change of control agreements, effective as of February 16, 2015, with each of our named executive officers (collectively, the *Executives*). These agreements replaced prior change of control agreements which were effective as of October 28, 2008, to, among other things, (a) change the multiple of base salary and target bonus that certain Executives would be entitled to receive and (b) replace the golden



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parachute excise tax gross-up provision with a net-better cutback provision. The change of control agreements provide that, subject to certain conditions, including compliance with non-competition, non-solicitation, non-disclosure and non-disparagement provisions, in the event that (a) the Executive is terminated without cause or such Executive terminates employment for good reason within 24 months following a change of control of the Company (as defined in the change of control agreements) or (b) the Executive is terminated without cause in anticipation of a change of control of the Company within 90 days prior to such change of control (each, a triggering event), such Executive will be entitled to certain benefits. Such benefits include (i) a lump sum amount payable in cash equal to the sum of (A) a multiple (shown below for each of the named executive officers) of the Executive's annual base salary then in effect and (B) a multiple (shown below for each of the named executive officers) of the Executive's target bonus amount for the year of termination and (ii) continuation of medical and dental benefits for up to 18 months (period shown below for each of the named executive officers) following the date of termination. In addition, upon termination following a change of control, the Executive will be entitled to an amount equal to such Executive's pro-rated bonus for the year of termination and all of such Executive's outstanding equity incentive awards will automatically vest in full and be exercisable as of the date of termination.

Executive	Title	Multiple of Base Salary and Target Bonus	Medical and Dental Continuation
Carl R. Christenson	Chairman and Chief Executive Officer	3x	18 Months
Christian Storch	Chief Financial Officer	2x	18 Months
Glenn E. Deegan	Vice President, Legal and Human Resources, General Counsel and Secretary	2x	18 Months
Craig Schuele	Vice President of Marketing and Business Development	2x	18 Months
Todd B. Patriacca	Vice President of Finance, Corporate Controller and Treasurer	1.5x	18 Months

Because Messrs. Christenson and Storch also have employment agreements with the Company, the change of control agreements for these Executives provide that in the event of a triggering event, such Executive shall be entitled to receive benefits and payments under only one of the employment agreement or the change of control agreement, whichever is more favorable to the Executive at the time of such triggering event.

As more fully discussed in the captioned 2014 Omnibus Incentive Plan in this Proxy Statement, the Compensation Committee has the authority to effect immediate vesting of various employee incentive awards upon a change of control of Altra. The Compensation Committee may provide that any time prior to a change in control, any outstanding stock options, stock appreciation rights, stock units and unvested cash awards shall immediately vest and become exercisable and any restriction on restricted stock awards or stock units shall immediately lapse. In addition, the Compensation Committee may provide that all awards held by participants who are in our service at the time of the change of control, shall remain exercisable for the remainder of their terms notwithstanding any subsequent termination of a participant's service.

**Executive Severance Policy**

The Compensation Committee has approved an Executive Severance Plan, amended and restated effective as of February 12, 2019, applicable to executive officers of the Company, including our named executive (collectively for the purposes of this subsection, the Participants). The Executive Severance Plan provides that,

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subject to certain conditions including compliance with non-competition, non-solicitation, non-disclosure and non-disparagement provisions, in the event that a Participant is terminated without cause by the Company, such Participant for a period of 24 months for the CEO and 12 months for the other the other named executive officers following such termination (the Severance Period ) will be entitled to (i) continue receiving his or her base salary, (ii) receive a cash payment equal to 100% of the Participant s target annual bonus during the Severance Period and paid out in equal installments over the Severance Period; and (iii) continue to receive coverage under the Company s group medical and dental insurance plans. In the event a Participant enters into a written agreement with the Company regarding severance, including a change of control agreement, the terms and conditions of such written agreement shall control with respect to the termination circumstances covered by such agreement and the Participant shall not be eligible to receive benefits under this policy.

Because Messrs. Christenson and Storch also have employment agreements with the Company, the Executive Severance Plan provides that in the event of a triggering event, such Participant shall be entitled to receive benefits and payments under only one of the employment agreement or the Executive Severance Plan, whichever is more favorable to the Participant at the time of such triggering event.

Amounts payable to our named executive officers due to termination of employment or a change of control under any employment agreements or otherwise are disclosed in further detail in the table entitled Potential Post-Employment Payments to Named Executive Officers contained in this Proxy Statement.

### *Advisory Vote on Executive Compensation*

We conducted advisory votes on executive compensation at each of our Annual Meetings from 2011 to 2018. While these votes were not binding on the Company, our Board of Directors or our Compensation Committee, we believe that it is important for our stockholders to have an opportunity to vote on this proposal on an annual basis as a means to express their views regarding our executive compensation philosophy, our compensation policies and programs, and our decisions regarding executive compensation, all as disclosed in our proxy statement. Our Board of Directors and our Compensation Committee value the opinions of our stockholders and, to the extent there is any significant vote against the compensation of our named executive officers as disclosed in the proxy statement, we will consider our stockholders concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns. In addition to our annual advisory vote to approve executive compensation, we are committed to ongoing engagement with our stockholders on executive compensation and corporate governance issues. These engagement efforts take place throughout the year through meetings, telephone calls and correspondence involving our senior management, directors and representatives of our stockholders.

At the 2018 Annual Meeting, approximately 99% of the votes cast on the advisory vote on executive compensation proposal were in favor of our named executive officer compensation as disclosed in the proxy statement, and as a result our named executive officer compensation was approved. The Board of Directors and Compensation Committee reviewed these final vote results and took them into account in evaluating our executive compensation policies and decisions. As noted above, the Compensation Committee engaged FW Cook in 2011, 2014, 2017 and 2018 to assist in identifying an updated and expanded compensation peer group and in reviewing the competitiveness of the Company s executive compensation programs.

We have determined that our stockholders should vote on a Say-on-Pay proposal each year, consistent with the preference expressed by our stockholders at the 2011 and 2017 Annual Meetings. It is expected that the next such vote will occur at the 2020 Annual Meeting of stockholders. **Accordingly, our Board of Directors recommends that you vote FOR Proposal 3 at the Annual Meeting.** For more information, see *Proposal 3. Advisory Vote to Approve the Compensation of the Company s Named Executive Officers ( Say on Pay )* in this proxy statement.

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**COMPENSATION COMMITTEE REPORT**

The Personnel and Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis included in this Proxy Statement. Based on this review and discussion, the Personnel and Compensation Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference into our Annual Report on Form 10-K for the fiscal year ended December 31, 2018.

**Personnel and Compensation Committee:**

**Edmund M. Carpenter (Chairman)**

**Michael S. Lipscomb**

**Thomas W. Swidarski**

**Table of Contents****COMPENSATION OF NAMED EXECUTIVES**

The following table summarizes all compensation paid during fiscal years 2016, 2017, and 2018 to our principal executive officer, our principal financial officer and our three other most highly compensated executive officers who were serving as executive officers at December 31, 2018. We refer to these executive officers as the named executive officers.

**Summary Compensation Table**

Name & Principal Position	Year	Salary	Bonus	Stock Awards(1)	Non-Equity	All Other	Total
					Incentive Plan Compensation(2)		
Carl R. Christenson President and Chief Executive Officer	2018	\$ 825,000	\$	\$1,812,935(3)	\$893,661	\$36,000(9)	\$3,567,596
	2017	689,585		1,581,716	877,566	33,772	3,182,639
	2016	669,500		1,496,409	640,209	33,012	2,839,130
Christian Storch Vice President and Chief Financial Officer	2018	451,916		447,370(4)	391,621	42,128(10)	1,333,035
	2017	429,665		442,165	437,433	33,853	1,343,116
	2016	417,150		413,030	319,120	33,244	1,182,544
Glenn Deegan Vice President, Legal and Human Resources, General Counsel and Secretary	2018	362,603		359,044(6)	288,039	38,038(12)	1,047,724
	2017	344,793		354,869	321,775	32,016	1,053,453
	2016	334,750		331,424	234,743	34,307	935,224
Craig Schuele Vice President, Marketing and Business Development	2018	279,920		245,535(7)	202,144	38,061(13)	765,660
	2017	254,616		235,842	216,016	31,601	738,075
	2016	247,200		220,266	157,590	31,899	656,955
Todd Patriacca Vice President, Finance Corporate Controller and Treasurer	2018	254,150		174,986(8)	165,181	34,843(14)	629,160
	2017	240,000		148,231	183,254	30,513	601,998
	2016	226,600		134,639	130,012	31,129	522,380

- (1) This amount reflects (i) the aggregate grant date fair value of restricted stock awards granted in fiscal years 2018, 2017 and 2016 and (ii) the value at the grant date based upon the probable outcome of the performance conditions for performance shares granted in fiscal years 2018, 2017 and 2016, each computed in accordance with ASC Topic 718. For additional information on the valuation assumptions regarding the restricted stock awards, refer to Note 11 to our financial statements for the year ended December 31, 2018, which are included in our Annual Report on Form 10-K for the year ended December 31, 2018.
- (2) Paid in March of the subsequent year under the Company's Management Incentive Compensation Program.
- (3) Restricted Stock awards represent \$1,200,005 and performance shares represent \$612,930 based upon the probable outcome of the performance conditions as of the grant date. The maximum value of the performance shares that could have been granted based on achievement of the highest level of performance objectives was \$1,050,045. On October 16, 2018, following the change in control resulting from the Fortive Transaction and in accordance with the terms of the applicable award agreement, the Compensation Committee fixed the award of shares for the return on invested capital performance objective (weighted 50% of the total performance share award) based upon actual return on invested capital for the shortened measurement period beginning January 1, 2018 and ended September 30, 2018 at \$474,030. On October 16, 2018, following the change in control resulting from the Fortive Transaction and in accordance with the terms of the applicable award agreement, the Compensation Committee fixed the award of shares for the TSR performance objective (weighted 50% of the total performance share award) based on a measure of the Company's TSR against the TSR for a peer group of companies over the shortened measurement period beginning January 1, 2018 and ended October 1, 2018 at \$0.

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- (4) Restricted Stock awards represent \$221,305 and performance shares represent \$226,065 based upon the probable outcome of the performance conditions as of the grant date. The maximum value of the

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performance shares that could have been granted based on achievement of the highest level of performance objectives was \$387,284. On October 16, 2018, following the change in control resulting from the Fortive Transaction and in accordance with the terms of the applicable award agreement, the Compensation Committee fixed the award of shares for the return on invested capital performance objective (weighted 50% of the total performance share award) based upon actual return on invested capital for the shortened measurement period beginning January 1, 2018 and ended September 30, 2018 at \$174,842. On October 16, 2018, following the change in control resulting from the Fortive Transaction and in accordance with the terms of the applicable award agreement, the Compensation Committee fixed the award of shares for the TSR performance objective (weighted 50% of the total performance share award) based on a measure of the Company's TSR against the TSR for a peer group of companies over the shortened measurement period beginning January 1, 2018 and ended October 1, 2018 at \$0.

- (5) Restricted Stock awards represented \$177,612 and performance shares represent \$181,432 based upon the probable outcome of the performance conditions as of the grant date. The maximum value of the performance shares that could have been granted based on achievement of the highest level of performance objective was \$310,821. On October 16, 2018, following the change in control resulting from the Fortive Transaction and in accordance with the terms of the applicable award agreement, the Compensation Committee fixed the award of shares for the return on invested capital performance objective (weighted 50% of the total performance share award) based upon actual return on invested capital for the shortened measurement period beginning January 1, 2018 and ended September 30, 2018 at \$140,331. On October 16, 2018, following the change in control resulting from the Fortive Transaction and in accordance with the terms of the applicable award agreement, the Compensation Committee fixed the award of shares for the TSR performance objective (weighted 50% of the total performance share award) based on a measure of the Company's TSR against the TSR for a peer group of companies over the shortened measurement period beginning January 1, 2018 and ended October 1, 2018 at \$0.
- (6) Restricted Stock awards represented \$121,461 and performance shares represent \$124,074 based upon the probable outcome of the performance conditions as of the grant date. The maximum value of the performance shares that could have been granted based on achievement of the highest level of performance objective was \$212,557. On October 16, 2018, following the change in control resulting from the Fortive Transaction and in accordance with the terms of the applicable award agreement, the Compensation Committee fixed the award of shares for the return on invested capital performance objective (weighted 50% of the total performance share award) based upon actual return on invested capital for the shortened measurement period beginning January 1, 2018 and ended September 30, 2018 at \$95,974. On October 16, 2018, following the change in control resulting from the Fortive Transaction and in accordance with the terms of the applicable award agreement, the Compensation Committee fixed the award of shares for the TSR performance objective (weighted 50% of the total performance share award) based on a measure of the Company's TSR against the TSR for a peer group of companies over the shortened measurement period beginning January 1, 2018 and ended October 1, 2018 at \$0.
- (7) Restricted Stock awards represented \$86,562 and performance shares represent \$88,424 based upon the probable outcome of the performance conditions as of the grant date. The maximum value of the performance shares that could have been granted based on achievement of the highest level of performance objective was \$151,483. On October 16, 2018, following the change in control resulting from the Fortive Transaction and in accordance with the terms of the applicable award agreement, the Compensation Committee fixed the award of shares for the return on invested capital performance objective (weighted 50% of the total performance share award) based upon actual return on invested capital for the shortened measurement period beginning January 1, 2018 and ended September 30, 2018 at \$68,402. On October 16, 2018, following the change in control resulting from the Fortive Transaction and in accordance with the terms of the applicable award agreement, the Compensation Committee fixed the award of shares for the TSR performance objective (weighted 50% of the total performance share award) based on a measure of the Company's TSR against the TSR for a peer group of companies over the shortened measurement period beginning January 1, 2018 and ended October 1, 2018 at \$0.

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(8) Represents our 401(k) contribution of \$16,500 and premiums paid for medical, dental, life and disability benefits.

(9) Represents our 401(k) contribution of \$16,500 and premiums paid for medical, dental, life and disability benefits.

(10) Represents our 401(k) contribution of \$16,500 and premiums paid for medical, dental, life and disability benefits.

(11) Represents our 401(k) contribution of \$15,790 and premiums paid for medical, dental, life and disability benefits.

(12) Represents our 401(k) contribution of \$14,936 and premiums paid for medical, dental, life and disability benefits.

The following table presents information regarding grants of plan-based awards to our named executive officers during the fiscal year ended December 31, 2018.

**Grants of Plan-Based Awards for Fiscal Year 2018**

Name	Award Type	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units	Grant Date Fair Value of Stock & Option Awards\$(1)
			Threshold (#)(3)	Target (#)	Maximum (#)(4)	Threshold (#)	Target (#)	Maximum (#)		
Carl R. Christenson	2018 LTIP Restricted Stock	2/13/2018						26,201	\$ 1,200,005	
Carl R. Christenson(2)	2018 LTIP Performance Share Award	2/13/2018				3,602	13,101	22,927	612,930	
Carl R. Christenson	2018 MICP		123,750	618,750	1,237,500					
Christian Storch	2018 LTIP Restricted Stock	2/13/2018						4,832	221,305	
Christian Storch(2)	2018 LTIP Performance Share Award	2/13/2018				1,328	4,832	8,456	226,065	
Christian Storch	2018 MICP		54,230	271,150	542,299					
Glenn E. Deegan	2018 LTIP Restricted Stock	2/13/2018						3,878	177,612	
Glenn E. Deegan(2)	2018 LTIP Performance Share Award	2/13/2018				1,066	3,878	6,787	181,432	
Glenn E. Deegan	2018 MICP		39,886	199,432	398,863					
Craig Schuele	2018 LTIP Restricted Stock	2/13/2018						2,652	121,461	
Craig Schuele(2)	2018 LTIP Performance Share Award	2/13/2018				729	2,652	4,641	124,074	
Craig Schuele	2018 MICP		27,992	139,960	279,920					
Todd Patriacca	2018 LTIP Restricted Stock	2/13/2018						1,890	86,562	
Todd Patriacca(2)	2018 LTIP Performance Share Award	2/13/2018				519	1,890	3,308	88,424	

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	2018 LTIP Performance Share Award			
Todd Patriacca	2018 MICP	22,874	114,368	228,735

- (1) These amounts reflect the aggregate grant date fair value of awards in accordance with FASB ASC Topic 718. For additional information on the valuation assumptions regarding the restricted stock awards, refer to Note 11 to our financial statements for the year ended December 31, 2018, which are included in our Annual Report on Form 10-K for the year ended December 31, 2018 filed with the SEC.
- (2) Award represents performance shares. Award payouts for the performance shares are based on the percentage of the performance target achieved. On October 16, 2018, following the change in control resulting from the Fortive Transaction and in accordance with the terms of the applicable award agreement, the Compensation Committee fixed the award of shares for the return on invested capital performance objective (weighted 50% of the total performance share award) based upon actual return on invested capital for the shortened measurement period beginning January 1, 2018 and ended September 30, 2018. On October 16, 2018, following the change in control resulting from the Fortive Transaction and in accordance with the terms of the applicable award agreement, the Compensation Committee fixed the award of shares



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for the TSR performance objective (weighted 50% of the total performance share award) based on a measure of the Company's TSR against the TSR for a peer group of companies over the shortened measurement period beginning January 1, 2018 and ended October 1, 2018.

(3) The threshold is calculated based on achieving 80% of the adjusted EBITDA target for the year ended December 31, 2018, which would result in a payout of 25% of target, multiplied by the lowest possible Working Capital Turns multiplier, which was 0.8. The result would be an overall MICP payout of 20% of target.

(4) In accordance with the 2018 MICP, the potential payouts were limited to 200% of target.

The following table presents information concerning the number and value of restricted stock that has not vested for our named executive officers outstanding as of the end of the fiscal year ended December 31, 2018. There are no outstanding option awards.

**Outstanding Equity at Fiscal Year-End**

Name	Restricted Shares		Stock Awards	
	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Number of Units of Unearned Shares or Stock That Have Not Vested (#)	Market Value of Unearned Shares or Units of Stock That Have Not Vested (\$)
Carl R. Christenson(1)	96,696	\$ 2,431,904		\$
Christian Storch(2)	29,926	\$ 752,639		\$
Glenn E. Deegan(3)	24,015	\$ 603,977		\$
Craig Schuele(4)	16,077	\$ 404,337		\$
Todd Patriacca(5)	10,601	\$ 266,615		\$

(1) 30,698 restricted shares will vest in February 2019, 24,917 restricted shares will vest in August 2019, 10,753 restricted shares will vest in February 2020, 13,294 restricted shares will vest in August 2020, 10,483 restricted shares will vest in February 2021 and 6,551 restricted shares will vest in August 2021. On October 16, 2018, following the change in control resulting from the Fortive Transaction, the Compensation Committee fixed the award of shares for all outstanding performance share awards based on the portion of the performance periods completed as of the closing date in accordance with the terms of the applicable award agreements. The resulting fixed awards were converted to shares of restricted stock that cliff vest on the date payment under the corresponding performance share award otherwise would have been made. As a result, there were no performance shares outstanding as of December 31, 2018.

(2) 12,752 restricted shares will vest in February 2019, 5,024 restricted shares will vest in August 2019, 4,466 restricted shares will vest in February 2020, 2,609 restricted shares will vest in August 2020, 3,867 restricted shares will vest in February 2021 and 1,208 shares of restricted stock will vest in August 2021. On October 16, 2018, following the change in control resulting from the Fortive Transaction, the Compensation Committee fixed the award of shares for all outstanding performance share awards based on the portion of the performance periods completed as of the closing date in accordance with the terms of the applicable award agreements. The resulting fixed awards were converted to shares of restricted stock that cliff vest on the date payment under the corresponding performance share award otherwise would have been made. As a result, there were no performance shares outstanding as of December 31, 2018.

- (3) 10,233 restricted shares will vest in February 2019, 4,031 restricted shares will vest in August 2019, 3,584 restricted shares will vest in February 2020, 2,094 restricted shares will vest in August 2020, 3,103 restricted shares will vest in February 2021, and 970 restricted shares will vest in August 2021. On October 16, 2018, following the change in control resulting from the Fortive Transaction, the Compensation

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Committee fixed the award of shares for all outstanding performance share awards based on the portion of the performance periods completed as of the closing date in accordance with the terms of the applicable award agreements. The resulting fixed awards were converted to shares of restricted stock that cliff vest on the date payment under the corresponding performance share award otherwise would have been made. As a result, there were no performance shares outstanding as of December 31, 2018.

- (4) 6,800 shares will vest in February 2019, 2,698 restricted shares will vest in August 2019, 2,383 restricted shares will vest in February 2020, 1,410 restricted shares will vest in August 2020, 2,123 restricted shares will vest in February 2021 and 663 restricted shares will vest in August 2021. On October 16, 2018, following the change in control resulting from the Fortive Transaction, the Compensation Committee fixed the award of shares for all outstanding performance share awards based on the portion of the performance periods completed as of the closing date in accordance with the terms of the applicable award agreements. The resulting fixed awards were converted to shares of restricted stock that cliff vest on the date payment under the corresponding performance share award otherwise would have been made. As a result, there were no performance shares outstanding as of December 31, 2018.
- (5) 4,158 shares will vest in February 2019, 1,938 restricted shares will vest in August 2019, 1,498 restricted shares will vest in February 2020, 1,021 restricted shares will vest in August 2020, 1,513 restricted shares will vest in February 2020 and 473 restricted shares will vest in August 2021. On October 16, 2018, following the change in control resulting from the Fortive Transaction, the Compensation Committee fixed the award of shares for all outstanding performance share awards based on the portion of the performance periods completed as of the closing date in accordance with the terms of the applicable award agreements. The resulting fixed awards were converted to shares of restricted stock that cliff vest on the date payment under the corresponding performance share award otherwise would have been made. As a result, there were no performance shares outstanding as of December 31, 2018.

The following table presents information concerning the vesting of restricted stock for our named executive officers during the fiscal year ended December 31, 2018. As of that date, the Company had not granted any options.

**Option Exercises and Stock Vested for Fiscal Year 2018**

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)(1)
Carl R. Christenson			56,786	\$ 2,416,178
Christian Storch			16,382	\$ 713,242
Glenn E. Deegan			13,146	\$ 572,351
Craig Schuele			8,756	\$ 381,156
Todd Patriacca			5,743	\$ 248,732

- (1) Represents the closing market price of a share of the Company's common stock on the date of vesting multiplied by the number of shares that have vested.

**2014 Omnibus Incentive Plan**

In April 2014, the stockholders approved our 2014 Omnibus Incentive Plan, or Incentive Plan, which permits the grant of stock options (including incentive stock options and non-qualified stock options), stock appreciation rights, restricted stock, deferred stock, dividend equivalents, bonus stock, awards in lieu of cash obligations, cash awards, performance awards and other awards that are denominated or payable in, valued by reference to, or otherwise based on or related to shares of our common stock. The maximum number of shares of our common stock originally available for delivery pursuant to the grant of awards ( Awards ) under the terms



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of the Incentive Plan was 750,000. In addition, shares of our common stock subject to Awards, or awarded under our 2004 Equity Incentive Plan and outstanding as of the effective date of the Incentive Plan (except for substitute awards), that terminate without being exercised, expire, are forfeited or canceled, are exchanged for Awards that do not involve shares of common stock, are not issued on the stock settlement of a stock appreciation right, are withheld by the Company or tendered by a participant (either actually or by attestation) to pay an option exercise price or to pay the withholding tax on any Award, or are settled in cash in lieu of shares will again be available for Awards under the Incentive Plan. The maximum number of shares that may be subject to incentive stock options (within the meaning of Section 422 of the Code) is 500,000 shares. In April 2017, the stockholders approved an amendment to the Incentive Plan to, among other things, make an additional 750,000 shares of common stock available for grant under the Incentive Plan. In August 2018, the stockholders approved an amendment to the Incentive Plan to, among other things, make an additional 2,200,000 shares of common stock available for grant under the Incentive Plan.

The Compensation Committee of our Board of Directors administers the Incentive Plan and has discretion to establish the specific terms and conditions for each Award. Our officers, directors, employees, consultants and other persons who provide services to us are eligible to receive Awards under our Incentive Plan. The Compensation Committee is authorized to grant performance awards to participants on terms and conditions established by the Compensation Committee in accordance with Section 162(m) of the Code. Any grant of restricted stock under the Incentive Plan may be subject to vesting requirements, as provided in its applicable award agreement, and will generally vest in equal annual installments over a period of years.

The Compensation Committee may, in its discretion, accelerate the exercisability, the lapsing of restrictions or the expiration of deferral or vesting periods of any Award. If so provided in the Award agreement or otherwise determined by the Compensation Committee, vesting shall occur automatically in the case of a change in control of us, as defined in the Incentive Plan (including the cash settlement of stock appreciation rights, which may be exercisable in the event of a change in control), except in the event that a successor entity assumes or substitutes an Award. In addition, the Compensation Committee may provide in an Award agreement that the performance goals relating to any performance award will be deemed to have been met upon the occurrence of any change in control. The Compensation Committee may provide that any time prior to a change in control, any outstanding stock options, stock appreciation rights, stock units and unvested cash awards shall immediately vest and become exercisable and any restriction on restricted stock awards or stock units shall immediately lapse. In addition, the Compensation Committee may provide that all awards held by participants who are in our service at the time of the change of control, shall remain exercisable for the remainder of their terms notwithstanding any subsequent termination of a participant's service. All awards shall be subject to the terms of any agreement effecting a change of control. Other than Mr. Christenson's and Mr. Storch's outstanding equity awards, upon a participant's termination of employment (other than for cause), unless the Board or Compensation Committee provides otherwise: (i) any outstanding stock options or stock appreciation rights may be exercised 90 days after termination, to the extent vested, (ii) unvested restricted stock awards and stock units shall expire and (iii) cash awards and performance-based awards shall be forfeited. Under the terms of his employment agreement, in the event Mr. Christenson's employment is terminated by us other than for cause, or terminates for good reason, all of his outstanding equity awards shall vest automatically. Under the terms of his employment agreement, in the event Mr. Storch's employment is terminated by us other than for cause, or terminates for good reason, fifty percent (50%) of his outstanding equity awards shall vest automatically.

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The following table presents information concerning our 2014 Omnibus Incentive Plan as of December 31, 2018.

**Equity Compensation Plan Information**

Plan Category	Number of Securities Issued Upon Exercise of Outstanding Options, Warrants and Rights(a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights(b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Equity Compensation Plans Reflected in Column (a))(c)
			Column (a)(c)
Equity compensation plans approved by security holders(1)		\$	2,405,781
Equity compensation plans not approved by security holders	n/a	n/a	n/a
Total		\$	2,405,781

(1) The 2014 Omnibus Incentive Plan was approved by the Company's shareholders at its 2014 annual meeting.

**Potential Payments Upon Termination or Change-In-Control**

The applicable employment agreement, change of control agreement, or executive severance policy control payments to the named executive officers upon termination or a change in control of the Company. Please refer to Change of Control Matters, Employment Contracts, and Other Agreements in the Compensation Discussion & Analysis section in this Proxy Statement for a detailed discussion of the terms of each of these agreements.

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The estimated payments and benefits that would be provided to each named executive officer as a result of a termination (i) upon death or disability, (ii) without cause or for good reason, (iii) involuntary with cause or voluntary without good reason, or (iv) upon a qualifying termination following a change in control are set forth in the table below. Calculations for this table are based on the assumption that the termination took place on December 31, 2018, the last business day of 2018, and the individual was employed for the full year of fiscal 2018. The amounts in the table below do not include payments and benefits to the extent they are provided on a non-discriminatory basis to salaried employees generally upon termination of employment.

	Carl R. Christenson				Christian Storch			
	Death or Disability	Termination Without Cause or for Good Reason	Involuntary for Cause/ Voluntary Termination	Change in Control	Death or Disability	Termination Without Cause or for Good Reason	Involuntary for Cause/ Voluntary Termination	Change in Control
	<b>Incremental and Earned Compensation</b>							
Cash Severance(1)	\$	\$ 800,000	\$	\$ 2,400,000	\$	\$ 442,555	\$	\$ 885,110
Health Insurance(1)		14,018		21,027		20,957		31,436
Restricted Stock(2)	2,431,904	2,431,904		2,431,904	752,639	376,319		752,639
Performance Shares(3)								
Performance Bonus(1)	893,661	893,661	893,661	2,693,661	391,621	391,621	391,621	922,687
Total	\$ 3,325,565	\$ 4,139,583	\$ 893,661	\$ 7,546,592	\$ 1,144,260	\$ 1,231,453	\$ 391,621	\$ 2,591,872

	Glenn E. Deegan				Craig Schuele(4)			
	Death or Disability	Termination Without Cause or for Good Reason	Involuntary for Cause/ Voluntary Termination	Change in Control	Death or Disability	Termination Without Cause or for Good Reason	Involuntary for Cause/ Voluntary Termination	Change in Control
	<b>Incremental and Earned Compensation</b>							
Cash Severance(1)	\$	\$ 355,137	\$	\$ 710,274	\$	\$ 269,893	\$	\$ 539,786
Health Insurance(1)		20,957		31,436		20,957		31,436
Restricted Stock(2)	603,977			603,977	404,337			404,337
Performance Shares(3)								
Performance Bonus(1)				678,690				472,037
Total	\$ 603,977	\$ 376,094	\$	\$ 2,024,377	\$ 404,337	\$ 290,850	\$	\$ 1,447,595

	Todd Patriacca			
	Death or Disability	Termination Without Cause or for Good Reason	Involuntary for Cause/ Voluntary Termination	Change in Control
Cash Severance(1)	\$	\$ 247,200	\$	\$ 370,800
Health Insurance(1)		20,957		31,436
Restricted Stock(2)			266,615	266,615
Performance Shares(3)				
Performance Bonus(1)				332,041
Total		\$ 266,615	\$ 268,157	\$ 1,000,892

- (1) Cash severance, health insurance and performance bonus amounts payable upon termination as reflected herein were determined by the terms of the applicable employment agreement (with respect to Messrs. Christenson and Storch), executive severance policy (with respect to Messrs. Ferris, Deegan and Schuele), or change of control agreement, which are further discussed in this Proxy Statement under the captions Executive Severance Policy and Change of Control Provisions. Base salary in effect as of December 31, 2018 was used for purposes of this calculation and does not include 2019 base salary increases for our named executive officers which were approved retroactive to October 1, 2018, the closing date of the Fortive Transaction.





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- (2) The restricted stock values were determined using the number of shares that will immediately vest upon termination per the applicable agreement multiplied by Altra's stock price at December 31, 2018, the last business day of 2018.
  
- (3) On October 16, 2018, following the change in control resulting from the Fortive Transaction, the Compensation Committee fixed the award of shares for all outstanding performance share awards based on the portion of the performance periods completed as of the closing date in accordance with the terms of the applicable award agreements. The resulting fixed awards were converted to shares of restricted stock that cliff vest on the date payment under the corresponding performance share award otherwise would have been made. As a result, there were no performance shares outstanding as of December 31, 2018.

**Pay Ratio Disclosure**

In accordance with Item 402(u) of Regulation S-K, promulgated by the Dodd-Frank Wall Street Reform Act and Consumer Protection Act of 2010, we determined the ratio of the annual total compensation of our Chief Executive Officer, Carl R. Christenson, relative to the annual total compensation of our median employee. For 2018, the median of the annual total compensation of all employees, other than our CEO, was estimated as \$47,676. Mr. Christenson's annual total compensation for 2018, as reflected in the Summary Compensation Table above, was \$3,567,596. Based on this information, we estimated that our CEO's annual total compensation was seventy five (75) times that of the median of the annual total compensation of all employees, or a ratio of 75:1.

In 2017, we identified the median employee by examining the 2017 annual cash compensation paid to all employees, excluding the CEO, as reflected in our payroll records. This population consisted of all of our full-time, part-time, and temporary employees who were employed by us on December 31, 2017. We believe the use of annual cash compensation, including base pay and cash bonuses, paid for all employees is a consistently applied compensation measure because this measure reasonably represents the principal form of compensation delivered to all of our employees and because we do not widely distribute annual equity awards to employees. We did not annualize the compensation for any full-time employees who were not employed by us for all of 2017. For purposes of this disclosure, compensation paid in foreign currencies was converted to U.S. dollars based on exchange rates using the average rate of exchange in effect during 2017.

SEC rules permit us to use the median employee that was identified in connection with the prior year's pay ratio disclosure for purposes of this year's disclosure as well, provided there have been no changes to our employee population or employee compensation arrangements that we reasonably believe would significantly affect our pay ratio disclosure. During 2018, there has been no change in our employee population or employee compensation arrangements that we believe would significantly impact our pay ratio disclosure. However, we concluded it would no longer be appropriate to use the employee identified in 2017 as the median employee in 2018 because of a change in the original median employee's circumstances that makes such employee no longer a representative employee. Accordingly, as permitted by SEC rules, we identified another median employee for 2018 whose 2017 compensation was substantially similar to the original median employee based on the compensation analysis used to select the original median employee.

Once we identified our median employee, we then calculated the 2018 annual total compensation for such employee in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K. With respect to the annual total compensation of our CEO, we used the amount reported in the "Total Compensation" column reported in the Summary Compensation Table included in this Proxy Statement.

Due to the use of estimates, assumptions, adjustments, and statistical sampling permitted by Item 402(u) of Regulation S-K, pay ratio disclosures may involve a degree of imprecision. Accordingly, our pay ratio may not be consistent with nor comparable to the pay ratio disclosures of other companies.

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**REPORT OF THE AUDIT COMMITTEE**

The Audit Committee reviews Altra's financial reporting process on behalf of the Board of Directors and reports to the Board on audit, financial and related matters. Altra's management has the primary responsibility for the financial statements and the reporting process, including the system of internal controls. Deloitte & Touche LLP (the independent external auditor for fiscal year ended December 31, 2018) was responsible for performing an independent audit of the Company's consolidated financial statements in accordance with generally accepted auditing principles and to issue a report thereon. The Audit Committee oversees these processes.

In this context, the Audit Committee has met and held discussions with Altra's management and the independent auditor. Management has represented to the Audit Committee that the Company's consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States, and the Audit Committee reviewed and discussed the consolidated financial statements with management and the independent auditor. The Audit Committee also discussed with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61, as amended, *Communication with Audit Committees*.

In addition, the Audit Committee discussed with the independent auditor such auditor's independence from the Company and its management, and the independent auditor provided to the Audit Committee the written disclosures and communications required by the Public Company Accounting Oversight Board regarding the independent auditor's communication with the Audit Committee concerning independence.

The Audit Committee discussed with the Company's internal audit staff and independent auditor the overall scope and plans for their respective audits. The Audit Committee met with the internal audit staff and the independent auditor, with and without management present, to discuss the results of their examinations, their evaluations of Altra's internal controls, and the overall quality of Altra's financial reporting.

Based on the reviews and discussions with management and the independent auditor referred to above, the Audit Committee recommended to the Board of Directors, and the Board of Directors has approved, that the audited financial statements be included in Altra's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, and filed with the SEC.

**AUDIT COMMITTEE**

**Lyle G. Ganske (Chairman)**

**Edmund M. Carpenter**

**Michael S. Lipscomb**

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Deloitte & Touche LLP ( D&T ) has been selected by the Audit Committee of the Board of Directors to audit the accounts of Altra and its subsidiaries for the fiscal year ending December 31, 2019. D&T served as our independent auditor for fiscal years 2009-2018. At the Annual Meeting, the stockholders are being asked to ratify the appointment of D&T as Altra's independent auditor for fiscal year 2019. If ratification is withheld, the Audit Committee will reconsider its selection. A representative of D&T will attend our Annual Meeting to respond to appropriate questions and will have the opportunity to make a statement if the representative desires to do so.

**Audit Fees**

The aggregate professional fees billed or to be billed by D&T for the audit of our annual financial statements for fiscal 2018 and 2017 and fees billed or to be billed for audit related services, tax services and all other services rendered by D&T for these periods are as follows (in thousands):

	2018	2017
Audit Fees(1)	\$ 3,226	\$ 2,031
Audit Related Fees(2)	286	
Tax Fees(3)	79	
All Other Fees(4)		677
<b>Total</b>	<b>\$ 3,591</b>	<b>\$ 2,708</b>

- (1) Audit Fees for the fiscal years ended December 31, 2018 and 2017 were for professional services provided for the audit of the Company's consolidated financial statements, statutory audits, audit of internal controls, consents and assistance with review of documents filed with the SEC. In addition, for the fiscal year ended December 31, 2018, Audit Fees also included fees for professional services provided in connection with the audit of the A&S Business related to the Fortive Transaction.
- (2) Audit Related Fees for the fiscal year ended December 31, 2018 were primarily for professional services relating to the Fortive Transaction including the review of registration statements and other documents filed with the SEC. There were no Audit Related Fees for the fiscal year ended December 31, 2017.
- (3) Tax Fees for the fiscal year ended December 31, 2018 were for services related to tax compliance, including the preparation of tax returns; and tax planning and tax advice, including assistance with acquisitions, mergers and foreign operations. There were no Tax Fees for the fiscal year ended December 31, 2017.
- (4) There were no other fees for the fiscal year ended December 31, 2018. Other fees for the fiscal year ended December 31, 2017 were for services related to the evaluation of and assistance with proposed acquisitions and DART software subscription.

**Pre-Approval of Audit and Non-Audit Services**

Altra's Audit Committee is responsible for appointing Altra's independent auditor and approving the terms of the independent auditor's services. The Audit Committee has established a policy for the pre-approval of all audit and permissible non-audit services to be provided by the independent auditor, as described below and must pre-approve any internal control related service, including any changes in the nature, scope or extent of such services.

*Audit Services*

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Under the policy, the Audit Committee is to approve the engagement of Altra's independent auditor each fiscal year and pre-approve each audit and audit-related service to be performed by such independent auditor, including, but not limited to, the audit of Altra's financial statements and the provision of an attestation report on

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management's evaluation of Altra's internal controls over financial reporting. As noted above, the Audit Committee must specifically approve, in advance, any proposed change in the nature, scope or extent of any internal control related service.

***Non-Audit Services***

In accordance with the pre-approval policy, the Audit Committee must pre-approve non-audit services that may be performed by the independent auditor during the fiscal year. The Audit Committee will approve the provision of only those non-audit services deemed permissible under the federal securities laws and regulations. The Audit Committee may delegate to the Chair of the Audit Committee the authority to approve additional permissible non-audit services to be performed by the independent auditor, provided that the full Audit Committee shall be informed of such approval at its next scheduled meeting.

All services performed by D&T in fiscal year 2018 were pre-approved by the Audit Committee pursuant to the foregoing pre-approval policy.

**The Board of Directors recommends that the stockholders vote FOR Proposal 2.**

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**PROPOSAL 3. ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS ( SAY ON PAY )**

**Background of the Proposal**

The Dodd-Frank Act requires all public companies to hold a separate non-binding advisory stockholder vote to approve the compensation of named executive officers as described in the Compensation Discussion and Analysis, the executive compensation tables and any related information in each such company's proxy statement (commonly known as a "Say on Pay" proposal). Pursuant to Section 14A of the Securities Exchange Act of 1934, as amended, we are holding a separate non-binding advisory vote to approve Say on Pay at the Annual Meeting.

**Say on Pay Proposal**

As discussed in the "Compensation Discussion and Analysis" section of this proxy statement, our executive compensation program is primarily structured to compensate our executives at competitive levels, with the opportunity to earn above-median compensation for above-market performance as compared to our peer group. We compensate our executives through programs that emphasize performance-based incentive compensation in the form of annual cash payments and equity-based awards. We have structured annual cash and long-term non-cash compensation to motivate executives to achieve the business goals set by us and reward the executives for achieving such goals. This approach supports the Company's pay-for-performance philosophy by providing a compensation package that is generally weighted toward variable, performance-based incentives, thus ensuring the highest degree of accountability at the senior levels of the organization. The Board of Directors believes that our compensation program for our named executive officers is appropriately based upon our performance and the individual performance and level of responsibility of the named executive officers. We urge you to read the "Executive Compensation" section of this proxy statement for details on the Company's executive compensation programs.

***The Say on Pay proposal is set forth in the following resolution:***

RESOLVED, that the compensation paid to Altra Industrial Motion Corp.'s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion is hereby APPROVED.

Because your vote on this proposal is advisory, it will not be binding on the Board of Directors, the Compensation Committee or the Company. However, the Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

**The Board of Directors recommends that the stockholders vote FOR Proposal 3.**

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**STOCKHOLDER PROPOSALS FOR 2020 ANNUAL MEETING**

**Requirements for Stockholder Proposals to Be Considered for Inclusion in Altra's Proxy Materials**

Any proposal or director nomination that a stockholder wishes to submit for inclusion in Altra's proxy materials for the 2020 Annual Meeting of Stockholders pursuant to and in accordance with Rule 14a-8 of the Exchange Act must be received by Altra not later than November 25, 2019.

**Requirements for Stockholder Proposals to Be Brought Before the Annual Meeting**

Altra's bylaws provide that any proposal or director nomination that a stockholder wishes to propose for consideration at an annual meeting, but does not seek to include in Altra's Proxy Statement and related materials, must be received by the Company no later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's Annual Meeting. Absent specific circumstances set forth in our bylaws, to be considered at the 2020 Annual Meeting such proposal must be delivered to Altra no earlier than December 24, 2019 and no later than January 27, 2020. In addition, any stockholder proposal to Altra must set forth the information required by Altra's bylaws with respect to each matter the stockholder proposes to bring before the annual meeting. The proxy solicited by the Board of Directors for the 2020 Annual Meeting will confer discretionary authority to vote on any proposal presented by a stockholder at the meeting that was not included in the proxy materials for such meeting.

Any stockholder proposals or notices submitted to Altra in connection with the 2020 Annual Meeting should be addressed to: Corporate Secretary, Altra Industrial Motion Corp., 300 Granite Street, Suite 201, Braintree, Massachusetts 02184.

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**HOUSEHOLDING**

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single annual report and proxy statement addressed to those stockholders. This process, which is commonly referred to as householding, potentially means extra convenience for stockholders and cost savings for companies.

A single annual report and proxy statement may be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once a stockholder has received notification from its broker that it will be householding communications to such stockholder's address, householding will continue until such stockholder is notified otherwise or until such stockholder notifies its broker or us that it no longer wishes to participate in householding. If, at any time, a stockholder no longer wishes to participate in householding and would prefer to receive a separate copy of the 2019 proxy statement and 2018 annual report, and/or wishes to receive separate copies of these documents in the future, or if, at any time, stockholders who share an address and receive separate copies of the 2019 proxy statement and 2018 annual report, who would like to receive a single copy of these documents in the future, such stockholder or stockholders may (1) notify its broker or (2) direct its written or oral request to: Altra Industrial Motion Corp., 300 Granite Street, Suite 201, Braintree, Massachusetts 02184, (781) 917-0600.

Upon written or oral request of a stockholder at a shared address to which a single copy of the 2019 proxy statement and 2018 annual report was delivered, we will deliver promptly separate copies of these documents.



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