

**DONALDSON COMPANY, INC.**  
**CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Purpose**

The primary purposes of the Corporate Governance Committee are:

1. to identify and recommend individuals qualified to become members of the Board of Directors, consistent with criteria approved by the Board;
2. to oversee the evaluation of the Board, its Committees, and management;
3. to recommend Director nominees for the class of Directors that will stand for election at the Annual Meeting of Stockholders and to fill Director vacancies; and
4. to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company.

**Organization**

The Committee and its Chairperson will be appointed by the Board and will consist solely of Directors who meet the independence requirements of the New York Stock Exchange (the “NYSE”). Members of the Committee shall be elected by a vote of the Board to serve a term of one year. Committee members and the Chairperson may serve successive one-year terms. Members of the Committee are subject to removal at any time by a majority of the Board.

**Oversight**

The Committee, to the extent it deems necessary or appropriate, will:

1. review and establish the process and criteria for the selection of Director candidates and Director qualification standards;
2. identify individuals qualified to become members of the Board, consistent with such criteria and standards;
3. review and establish the process for the consideration of Director candidates recommended by Stockholders;
4. recommend to the Board a slate of nominees for election to the Board at the Annual Meeting of Stockholders and one or more nominees for each vacancy on the Board that occurs between Annual Meetings of Stockholders;
5. make recommendations to the Board regarding the size and composition of the Board;

6. recommend to the Board the Committee structure, qualified members of the Board for membership on Committees of the Board, and the selection of Committee Chairpersons;
7. review and establish the process for Stockholders to communicate with the Board;
8. review the Company's corporate governance guidelines and recommend changes to the Board as appropriate;
9. review the Company's Code of Conduct annually and recommend changes to the Board as appropriate;
10. review the Committee's Charter annually and recommend any changes to the Board for approval;
11. oversee the evaluation of the Board, its Committees, and management;
12. conduct an annual performance evaluation of the Corporate Governance Committee; and
13. provide regular reports of its activities to the Board.

### **Meetings**

The Committee shall meet not less than two times annually, or more frequently as determined by the Board or the Committee. Additional meetings may be held, or actions may be taken by unanimous written consent, as deemed necessary or appropriate by the Committee Chairperson or any other member of the Committee.

A majority of the members of the Committee present in person or by means of a conference telephone call or other permitted communications equipment shall constitute a quorum.

### **Other Responsibilities**

The Committee will have the resources and authority appropriate to discharge its responsibilities, including the authority to use internal personnel and to engage external search firms to identify Director candidates, and will have sole authority to retain and terminate any such search firm and to approve the fees and other retention terms related to the appointment of such firm. The Committee will have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.