

Donaldson Company, Inc.
Human Resources Committee Charter

I. PURPOSE

The Human Resources Committee (the “Committee”) will assist the Board of Directors (the "Board") in fulfilling its oversight relating to executive compensation. The Committee will review and report to the Board on compensation programs and plans, including leadership development and succession.

II. COMPOSITION

The Committee shall consist solely of three or more members. The Committee members shall be non-employee directors who meet the independence and qualification requirements of the Securities and Exchange Commission, the New York Stock Exchange and applicable law. Each Committee member and the Chairperson will be recommended by the Corporate Governance Committee and shall be elected by vote of the Board of Directors to serve a term of one year. Committee members and the Chairperson may serve successive one-year terms without limitation and are subject to removal by the Board of Directors.

III. MEETINGS

The Committee shall meet not less than two times annually, or more frequently as determined by the Board or Committee.

IV. RESPONSIBILITIES

The Committee is expected to:

1. Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO’s performance in light of those goals and objectives and determine and approve the CEO’s compensation level based on this evaluation.
2. Review and approve the Company’s executive compensation plans, incentive-compensation plans and all equity-based plans, except for those that the Board may not delegate as a matter of law or regulation.
3. Review and approve on an annual basis the compensation structure for the Company’s officers.
4. Review the Company’s leadership development and succession planning process.
5. Prepare and publish an annual compensation report in the Company’s Proxy Statement.

6. Grant stock awards under all equity compensation plans, except as such authority has been delegated by the Board or Committee to the Company's CEO for non-officer employees.
7. Conduct an annual performance review of the Committee.

V. OPERATIONS OF THE COMMITTEE

1. The Committee shall report regularly to the full Board regarding the significant items of discussion at each Committee meeting.
2. The Committee shall obtain advice and assistance from outside compensation consultants, legal, accounting or other advisors for executive compensation matters, reviews and other procedures. In this regard, the Committee will have sole authority to retain and terminate such compensation consultants and other advisors, including the right to approve fees and other retention terms.