

**PALL CORPORATION
CHARTER OF THE EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS
(ADOPTED BY THE BOARD OF DIRECTORS EFFECTIVE JANUARY 22, 2004)**

MEMBERSHIP AND ORGANIZATION

- The executive committee (“Committee”) of the board of directors of Pall Corporation (“Board”) shall consist of a minimum of three directors.
- Members of the Committee, including the chairperson, shall be appointed by the Board upon the recommendation of the planning and governance committee.
- Members of the Committee may be removed by the Board, upon recommendation of the planning and governance committee, at any time.

PURPOSE, DUTIES AND RESPONSIBILITIES

- The purpose of the Committee shall be to act on most Board matters during the intervals between meetings of the full Board.
- The Committee’s duties and responsibilities shall be to:
 1. Consult with and advise the officers of the Company in the management of its business;
 2. Have the authority of the Board, when the Board is not in session, except with respect to those matters as to which Section 712 of the Business Corporation Law of New York withholds authority from any committee of the Board;
 3. Make regular reports to the Board, generally at the meetings of the Board, on its activities;
 4. Review and evaluate annually the performance of the Committee;
 5. Review annually the adequacy of this Charter and recommend to the planning and governance committee any changes; and
 6. Perform any other activities consistent with this Charter, the Pall Corporation Corporate Governance Policy, the Company’s by-laws and governing law as the Committee or the Board deems appropriate.

MEETINGS

- The Committee shall meet as often as may be deemed necessary or appropriate, in the judgment of the chairperson, either in person or telephonically, and at such times and places as the Committee may determine.

Any action required or permitted to be taken by the Committee may be taken by a unanimous consent in writing.

- All meetings or any other actions by the Committee shall be held and taken pursuant to the by-laws of the Company.

RESOURCES

- The Committee shall have the right to use reasonable amounts of time of the Company's internal staff and also to hire independent consultants and advisors to assist and advise the Committee in connection with its responsibilities.
- The Committee shall keep the Company's Chief Financial Officer advised as to the general range of anticipated expenses and shall obtain the concurrence of the full Board for expenditures exceeding \$100,000 in any fiscal year.

DISCLOSURE OF CHARTER

- This Charter will be made available on the Company's website.