

**ENPRO INDUSTRIES, INC.**  
**EXECUTIVE COMMITTEE**  
**CHARTER**

1. The Executive Committee (the “Committee”) is a Committee of the Board of Directors. Its primary function is to exercise any of the powers of the Board as and when directed by the Board, or when the Board is not in session, except those which, under the North Carolina Business Corporations Act, a Committee of directors has no authority to exercise.
2. Unless otherwise determined by resolution of the Board, the Committee shall consist of not less than three members elected from among the directors, a majority of whom are not employees of the Corporation. The Board may by resolution remove any member of the Committee with or without cause.
3. A majority of members of the Committee shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum is present or by a resolution in writing signed by all members of the Committee.
4. The Board shall appoint one of the members as the chairperson of the Committee and an officer of the Corporation shall be appointed secretary of the Committee. If the chairperson is absent from a meeting, the members shall select a chairperson from those in attendance to act as the chairperson of the meeting.
5. The time and place of any Committee meetings, the calling of meetings and the procedures in all respects at such meetings shall be determined by the Committee unless otherwise determined by the by-laws of the Corporation or by resolution of the Board of Directors.

Adopted July 31, 2002