

**NALCO HOLDING COMPANY**  
**Amended And Restated Charter Of**  
**The Nominating And Corporate Governance Committee**

**I. Organization**

The Nominating and Corporate Governance Committee (the "Committee") of Nalco Holding Company ("NHC") shall consist of at least three directors. Pursuant to the exemption provided to "controlled companies" by Section 303A of the rules of the New York Stock Exchange, for such time that NHC qualifies as a "controlled company" NHC may avail itself of such exemption and, therefore, the Committee may not be composed entirely of independent directors. Committee members shall be appointed by the Board of Directors, in accordance with NHC's Articles of Incorporation and By-Laws, as amended (the "Articles"), on the recommendation of the Committee. Committee members shall hold their offices for one year and until their successors are elected and qualified, or until their earlier resignation or removal. All vacancies in the Committee shall be filled by the Board, in accordance with the Articles. The Board shall designate one of the members as Chairman of the Committee and the Committee shall keep a separate book of minutes of its proceedings and actions.

The Committee shall meet periodically as deemed necessary by the Chairman of the Committee. All meetings shall be at the call of the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Meetings may be held by telephone or by other appropriate means in accordance with the Articles of NHC.

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate. The Committee members shall perform an annual evaluation of the Committee. The Committee will establish and recommend to the Board qualifications for appointment of members of all Committees of the Board. The Committee may, in its sole discretion and at NHC's expense, retain and terminate legal, accounting or other consultants or experts, including search firms, it deems necessary in the performance of its duties and without having to seek the approval of the Board.

**II. Purpose and Responsibilities**

The Committee's primary purpose and responsibilities shall be, with respect to NHC and its subsidiaries:

- To develop and recommend criteria for selecting new directors, identify individuals qualified to become Board members and Committee members consistent with criteria approved by the Board and recommend that the Board select such individuals as nominees for all directorships to be filled by the

Board or by the shareholders at an annual or special meeting of shareholders and any Committee of the Board for its approval;

- To screen and recommend to the Board individuals qualified to become Chief Executive Officer and any other senior executive officers;
- To receive and evaluate communications from shareholders directed to the Board and non-management members of the Board, including shareholder proposals regarding Board members;
- To develop and recommend to the Board a set of corporate governance principles applicable to NHC and its subsidiaries; and
- To oversee evaluations of the Board, individual Board members and the Board Committees.

### **III. Duties**

To fulfill its purpose and responsibilities, the Committee's functions shall include the following with respect to NHC and its subsidiaries:

1. Screen and recommend to the Board nominees for election as directors, including nominees recommended by members of the Board and shareholders of NHC, and consider the performance of incumbent directors whose terms are expiring in determining whether to nominate them to stand for reelection at the next annual meeting of shareholders.
2. To develop and recommend criteria for selecting nominees for director, which shall include those qualities set forth from time to time in NHC's Corporate Governance Guidelines.
3. Establish procedures for, and administer annual performance evaluations of the Board, individual Board members and its committees.
4. Review periodically the makeup of the Board committees and recommend, as appropriate, changes in the number, function or membership.
5. Review periodically succession plans of the Chief Executive Officer and screen and recommend to the Board, candidate(s) for Chief Executive Officer, and other senior executive officers.
6. Develop and recommend to the Board a set of Corporate Governance Guidelines. Monitor compliance with the guidelines and make recommendations to the Board for modifications as appropriate.
7. At least annually, the Committee shall perform a review and evaluation of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter.