

As approved by the Board of Directors, September 19, 2003

ALBANY INTERNATIONAL CORP.

GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

Charter

Purpose of the Committee

The Committee will seek to provide leadership to the Board in the development and maintenance of an effective corporate governance structure and process.

Composition; Delegation

The Board of Directors shall, from time to time, appoint the membership of the Committee, who shall serve at the pleasure of the Board. In appointing the members of the Committee, the Board of Directors shall comply with all laws, regulations and rules applicable with respect to the number and qualifications of such members, as such laws, regulations and rules may from time to time be modified or supplemented. No director shall serve as a member of the Governance Committee for a period of more than three consecutive years, except that one of the initial members of the Committee may serve for a period of five consecutive years and another of the initial members may serve for a period of four consecutive years.

The members of the Committee shall choose a Chairman and Secretary, who shall serve at the pleasure of the Committee.

To the extent permitted by applicable law, regulations and rules, the Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

Meetings

The Committee shall meet at least two (2) times each year. Meetings of the Committee may be called by the Chairman of the Board of Directors, the Chairman of the Committee or a majority of the members of the Committee. A majority of the total number of members of the Committee shall constitute a quorum for the transaction of business. The vote of a majority of the members present shall be necessary for any action or determination.

Responsibilities

1. Develop and recommend to the Board guidelines for corporate governance, including, among other things, provisions with respect to the

qualifications and responsibilities of directors, the structure and responsibilities of key Board committees and access of directors to management and independent advisors.

2. Annually review the corporate governance guidelines and recommend to the Board any changes considered by the Committee to be desirable.
3. Conduct, at least annually, an evaluation of the effectiveness of the Board and each of the Board committees and recommend to the Board any changes considered by the Committee to be desirable.
4. Organize and lead, at least annually, a self-evaluation by the directors to determine whether the Board and its committees are functioning effectively.
5. Discuss with the Board, at least annually, the qualifications and skills that should be represented in the Board and its committees taking into account the nature of the business and the objectives of the Company.
6. Review, at least annually, the performance of the members of the Board and recommend to the Board the directors to be nominated for reelection by the stockholders.
7. Review, at least annually, the performance of the members of the Board committees and recommend to the Board which directors should be appointed to such committees.
9. Establish procedures by which potential new directors can be identified, including procedures for the receipt of suggestions from stockholders or other persons outside the Committee. Establish criteria for the evaluation of such potential new directors. Recommend to the Board, for election by the stockholders, persons considered by the Committee to be desirable additions to the Board. The Committee shall have the sole power to retain, and terminate, search firms or other advisors for the purpose of identifying director candidates, and shall also have the sole power to approve the fees and compensation for such firms and advisors. The Company will provide such funding as is necessary for the payment of such fees and compensation.
10. Assure that the non-management directors (as defined in the rules of the New York Stock Exchange) meet at regularly scheduled executive sessions, without management.
11. Conduct, at least annually, an evaluation of the performance of the Committee.

12. Annually review and assess the adequacy of the Charter of the Committee, and the Charters of other committees of the Board of Directors, and submit any proposed changes to the Board of Directors for consideration.
13. Consider, discuss with the Chief Executive Officer, and make recommendations to the Board of Directors with respect to the organizational structure of senior management and the appointment and retention of members of senior management, including the Chief Executive Officer.
14. Annually review, and discuss with the Chief Executive Officer, management's succession plans, and report to the Board of Directors.
15. Annually review, and discuss with management, management's evaluation of senior managers and managers with potential to become senior managers. .