

**BARNES GROUP INC.
CHARTER**

Corporate Governance Committee of the Board of Directors

The Board of Directors of Barnes Group Inc. (the "Company") hereby sets forth a Charter for its Corporate Governance Committee, with specific responsibilities as outlined below:

Membership and Rules of Procedure

In accordance with the bylaws of the Company and upon the nomination by the Corporate Governance Committee, the Board of Directors (the "Board") shall appoint the members of the Corporate Governance Committee and the chairperson thereof, each of whom shall satisfy applicable independence requirements of the New York Stock Exchange and any other regulatory requirements, and otherwise be free from any relationship that, in the business judgment of the Board, would interfere with his or her exercise of business judgment as a Committee member. The Committee shall comprise not less than three such Directors. A Committee member may resign by delivering his or her written resignation to the Chairman of the Board, or may be removed by majority vote of the Board at any time. In the event of a vacancy on the Committee, the Board shall elect an Independent Director, as defined in the Company's Corporate Governance Guidelines, to replace the departed Director.

The Committee may fix its own rules of procedure; provided, that the Committee shall cause its proceedings to be recorded and minutes of Committee meetings shall be distributed to the Board of Directors. The Committee shall regularly report its findings, conclusions, recommendations and actions to the Board. The Committee may meet at such times and places as it shall determine. The majority of the members of the Committee shall constitute a quorum. A majority of the members present, if a quorum is present at the time, shall decide any question brought before the Committee. Any action required or permitted to be taken by the Committee may be taken by unanimous written consent in lieu of a meeting.

Responsibilities

The Board of Directors intends the Corporate Governance Committee to serve as its focal point for matters related to the members of the Board of Directors of the Company, including their nomination, and the corporate governance affairs of the Company. Through its activities, the Committee will facilitate open communication among the Directors.

Specifically, the Corporate Governance Committee will, consistent with the Company's Corporate Governance Guidelines (the "Guidelines"):

1. Recommend to the Board for its approval the criteria and qualifications for membership and continued service on the Board, including any specific, minimum qualifications that the Committee believes must be met by a nominee for a position on the Board, and any specific qualities or skills that the Committee believes are necessary for one or more of the Directors to possess, the appropriate number of Directors, the appropriate balance of skills and characteristics among Directors, and the retirement policy for Directors.
2. Develop and periodically evaluate a policy with regard to the consideration of any Director candidates recommended by stockholders, including the procedures to be followed by stockholders in submitting such recommendations. Identify, screen and recommend to the Board candidates for the Board, considering the advice and recommendations of the Chairman of the Board, the President and Chief Executive Officer, other Directors, stockholders of the Company (subject to the requirements set forth in the Guidelines), and outside advisors to the Committee.
3. Establish a process for identifying and evaluating nominees for Director, including nominees recommended by stockholders.
4. In consultation with the Chairman of the Board, review the assignments to Board committees annually, and consider the rotation of chairpersons and members, balancing the benefits of continuity against the diversity of experience and viewpoints of the various Directors.
5. Review and recommend to the Compensation and Management Development Committee, the form and amounts of compensation and benefits for non-management Directors, including the Chairman of the Board. The Committee shall consider whether levels of Director compensation could impair independence and shall critically evaluate consulting, charitable contribution and other potential indirect compensation arrangements.
6. Periodically review the contributions of each Board committee, and review and synthesize for the Board, committee self-evaluations.
7. Periodically review the Guidelines and recommend changes, as necessary, to the Board.
8. Establish the criteria and oversee implementation of a self-evaluation by the Board of its performance at least annually.

9. Oversee the orientation and continuing education programs identified by the Chairman of the Board and administered by the Corporate Secretary for Directors.
10. Consider and resolve possible conflicts of interest of Directors.
11. Review potential new directorships for Directors and changes in their status arising from, for example, changes in employment or service on other boards of directors, and retirement. Recommend to the Board an appropriate response, considering the best interests of the Company and its stockholders.
12. Review outside directorships of executive officers.
13. Annually, evaluate the performance of this Committee, including a review of the Committee's compliance with this Charter. Annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
14. Annually, evaluate the performance of the Chairman of the Board.
15. Perform such other activities as are requested from time to time by the Board.

The Committee shall have all powers and authority that are necessary or appropriate to fulfill its duties and responsibilities, including without limitation:

- a. To retain, at its discretion and at the Company's expense, without the approval of the Board, outside advisors including search firms to assist in the identification of Director candidates, and approve the terms of engagement including the fees of such advisors.
- b. To establish subcommittees for the purpose of evaluating special or unique matters.

Approved By Board of Directors: 12/15/05