

CLARCOR INC.

DIRECTOR AFFAIRS / CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OPERATING CHARTER

Duties and Responsibilities:

The duties and responsibilities of the Committee are as follows:

1. Make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof.
2. Identify individuals that the Committee believes are qualified to become Board members and recommend that the Board select such nominee or nominees to stand for election at the next meeting of stockholders of the Company at which directors will be elected.
3. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members and recommend such person or persons for appointment to the Board.
4. Identify Board members qualified to fill a vacancy on a committee of the Board and recommend such nominee or nominees to the Board for appointment to such committee.
5. Review and evaluate any stockholder nominees for director.
6. Evaluate and recommend to the Board appropriate (a) levels and terms for the Company's insurance for Directors and Officers and (b) compensation for the Company's directors, including compensation and expense reimbursement policies for attendance at Board and committee meetings.
7. Make recommendations in respect to Board committee structure.
8. Make recommendations in respect to Board meetings, such as meeting frequency, date, and place; agenda subjects; and board visitations.
9. Identify candidates, perform studies and make recommendations regarding management succession, director succession and new director nominees, and review the Company's management succession plan annually and make such changes in additions to such plan as it shall deem necessary.
10. Periodically review the Company's Bylaws, its Corporate Conduct Guidelines and its Code of Business Conduct and Ethics for conformance to applicable laws, regulations and rules and to confirm that the Company has procedures in place to assure knowledge of and compliance by the directors, officers and

employees of the Company and its subsidiaries with the policies and requirements reflected in such documents.

11. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation, taking into account the provisions of the Securities Exchange Act of 1934 (the "Exchange Act"), the listing standards of the New York Stock Exchange ("NYSE"), and any other sources that the Committee deems appropriate.
12. Review the Corporation's Corporate Governance Guidelines at least once per year, and report to the Board recommending any proposed changes to the Board.
13. Conduct an annual performance evaluation to, at a minimum, (i) compare the performance of the Committee to the requirements of this Charter and any other duties or responsibilities delegated to the Committee by the Board and (ii) recommend to the Board any improvements to this Charter that the Committee deems to be necessary or appropriate, and report to the Board the results of the evaluation, which may take the form of an oral presentation by a member of the Committee to the Board.
14. Report to the Board on the activities of the Committee.
15. Oversee an annual evaluation of the Board and management of the Corporation.
16. Develop an orientation program for all new directors, which orientation program will provide information with respect to, among other things, (i) the legal obligations of directors, (ii) the history, organizational structure and business of the Company, and (iii) the markets in which the Company competes. The Committee shall also, with input from management, consider what continuing education programs may be appropriate for members of the Board.
17. Perform such other duties and responsibilities, consistent with this Charter, delegated to the Committee by the Board.

Nominating Criteria:

The Committee shall take steps to insure that all of the members of the Board other than the Chief Executive Officer are independent (i) within meaning of the applicable rules and regulations of the NYSE, (ii) under the Exchange Act, and any other applicable laws or regulations relating to the independence of corporate directors. Unless expressly prohibited by such rules or laws, the Committee may determine that any director or candidate for directorship is independent despite the fact that such person is a director or executive officer of any entity doing business with the Company or its subsidiaries, so long as the annual gross revenues pertaining to such business do not exceed the greater of \$1 million or 2% of such entities' annual consolidated gross revenues.

The Committee may take into consideration such other factors and criteria as it deems appropriate in evaluating a candidate, including his or her judgment, skill, integrity, diversity, and business or other experience and his or her performance of the requirements relating to directors set forth in the Corporate Governance Guidelines. The Committee shall consider candidates suggested by management, shareholders or other members of the Board.

External Advisors:

The Committee shall have sole authority to (a) retain and terminate any search firm or other consultant selected by the Committee to assist and advise in the performance of the duties of the Committee and (b) approve the fees payable to and other retention terms for such search firm or consultant.

Qualifications, Meetings & Procedures:

Reference is made to the Corporation's Corporate Governance Guidelines for Committee member qualifications; procedures Committee member appointment and removal; and Committee structure and operations.

As adopted by the Board of Directors on December 15, 2003