

PARKER-HANNIFIN CORPORATION

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purposes of the Committee

The purposes of the Committee are to (a) identify individuals qualified to become Board members and recommend that the Board select the director nominees and (b) develop and recommend to the Board a set of corporate governance principles applicable to the Company.

Composition of the Committee

Number. The Committee will have the number of members as determined by the Board, provided that such number will not be less than three.

Qualifications. Each Committee member will be a member of the Board in good standing and will be "independent" under the rules of the New York Stock Exchange, Inc. and any other applicable regulatory requirements, as such requirements are interpreted by the Board. Additionally, members of the Committee should have experience in business management and personnel issues.

Appointment. The initial members and Chairman of the Committee will be appointed by the Board. Subsequent members and Chairmen of the Committee will be appointed by the Board based on nominations made by the Committee. Committee members will serve at the pleasure of the Board and for such term or terms as the Board may determine. Notwithstanding the foregoing, the Chairman of the Committee shall have a term limit of three years.

Duties and Responsibilities of the Committee

The Committee will:

- 1) **Identify Board Nominees:** Identify individuals believed to be qualified to become Board members and make recommendations to the Board as to the candidates to fill new positions on the Board. In recommending candidates, the Committee shall take into consideration such factors it deems appropriate, consistent with the factors identified by the Company in its policies on corporate governance. These factors may include judgment, skill, diversity, independence, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee shall adopt a policy and procedures regarding the consideration of candidates proposed by the Company's stockholders.
- 2) **Identify Committee Members:** Identify Board members qualified to fill vacancies on any committee of the Board and recommend that the Board appoint the identified member to the committee. In recommending a candidate for committee

membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.

- 3) Procedures for Oversight: Establish procedures for the Committee's oversight of the evaluation of the Board and complete an annual evaluation of the Board's performance.
- 4) Develop Corporate Governance Principles: Develop and recommend to the Board a set of corporate governance principles and review those principles at least annually.
- 5) Consider Conflicts of Interest: Consider questions of possible conflicts of interest of Board members and management and make recommendations to prevent, minimize or eliminate such conflicts of interest.
- 6) Monitor Committees: Monitor the responsibilities of the various committees of the Board and recommend, when necessary or appropriate, revisions to the responsibilities of existing committees or the creation of new committees.
- 7) Recommendations as to the Board: Make recommendations regarding the appropriate size and function of the Board and the structure of Board meetings.
- 8) Other Delegated Duties or Responsibilities: Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.
- 9) Board Reports: Report its activities regularly to the Board in such manner and at such times as it and the Board deem appropriate, but in no event less than once a year.

Meetings of the Committee

The Committee will meet in person or telephonically at least two times per year, or more frequently as it may determine necessary, to comply with its responsibilities as set forth herein. The Chairman of the Committee will, in consultation with the other members of the Committee and appropriate officers of the Company, be responsible for calling meetings of the Committee, establishing an agenda therefor and supervising the conduct thereof. A majority of the members of the Committee shall constitute a quorum for any meeting. In the event of a tie vote on any action to be taken during a meeting of the Committee, the vote of the Chairman will decide the issue. The Committee may also take any action permitted hereunder by unanimous written consent.

The Committee may require any officer or employee of the Company or the Company's outside legal counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the sole authority to engage any search firm to be used to identify director candidates and to set the fees and other retention terms of such search firm and to retain special counsel and other experts or consultants.

Annual Review of Charter

The Committee will conduct and review with the Board annually an evaluation of this Charter and recommend any changes to the Board. The Charter evaluation will be conducted by the Committee in such manner as the Committee, in its business judgment, deems appropriate.

Annual Performance Evaluation

The Committee will conduct and review with the Board annually an evaluation of the Committee's performance with respect to the requirements of this Charter. This evaluation will also set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation will be conducted by the Committee in such manner as the Committee, in its business judgment, deems appropriate.

Effective: April 20, 2005