

# TELEFLEX INCORPORATED

## Amended and Restated Governance Committee Charter (Adopted March 7, 2005)

### **Committee Membership**

The Corporate Governance Committee shall consist of at least two directors. The members of the Committee shall meet the independence requirements of the New York Stock Exchange listing standards and the Company's Corporate Governance Principles.

### **Committee Purpose**

The purpose of the Committee is to assist the Board of Directors:

- in its oversight of corporate governance generally,
- to determine the size and composition of the Board of Directors and committees of the Board,
- to identify individuals qualified to become directors,
- to develop the Company's Corporate Governance Principles, and
- to review periodically the effectiveness of the Company's Corporate Governance Principles and make such revisions thereto as may be appropriate.

### **Committee Authority and Responsibilities**

The Committee shall have the following authority and responsibilities:

1. Periodically review the Company's Corporate Governance Principles and make recommendations to the Board with respect thereto.
2. Review the Company's policies and practices relating to corporate governance and make recommendations to the Board with respect thereto.
3. Review the size and composition of the Board of Directors and each committee of the Board and make recommendations to the Board with respect thereto.
4. Develop and recommend to the Board criteria and standards of qualification for director nominees and members of Board committees.
5. Identify and recommend to the Board individuals qualified to be elected to the Board of Directors, consistent with criteria approved by the Board.
6. Select, or recommend that the Board select, the director nominees for the next annual meeting of stockholders.

7. Review the membership of each committee of the Board and recommend to the Board directors to be appointed to each committee, including the assignment, reassignment and removal of members and the appointment and removal of committee chairpersons.
8. Review the structure and operations of the committees of the Board, including the reporting by committees to the Board, and make recommendations to the Board with respect thereto.
9. Oversee the development of processes for evaluation of the operations of the Board of Directors, each committee of the Board and senior executive officers, recommend such processes to the Board of Directors for consideration and approval, and review the effectiveness of such evaluations.
10. Oversee and review on a periodic basis the orientation program for new directors and an ongoing education of sitting directors, as needed.
11. Conduct annually an evaluation of the Committee's own performance.
12. Conduct a review of Board compensation periodically and recommend changes, as warranted.

The Committee shall have the sole authority to retain and terminate any independent advisors used to further the work of the Committee.