

CUNO INCORPORATED
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
CHARTER

The Corporate Governance and Nominating Committee (the “Committee”) shall be composed entirely of independent directors, as defined by NASDAQ. The Committee shall have the responsibility to review and administer the corporate governance guidelines of the Corporation. In addition, the Committee shall have the responsibility to identify the criteria for Board membership; identify, recruit, review and nominate prospective members of the Board of Directors; evaluate the effectiveness of the Board on a continuing basis and report to the Board any observed deficiency; recommend to the Board the assignment of Board members and Committee chairmen to various Committees; and periodically review the compensation for the Board and make recommendations to the Board regarding any changes in such compensation.

The Committee will consider matters of corporate governance and review and publish, periodically, to the extent required or considered desirable, the Corporation’s corporate governance guidelines, Code of Conduct and Code of Ethics for Senior Financial Officers (as required by applicable NASDAQ listing requirements and rules adopted by Securities and Exchange Commission); and review, periodically, any plans adopted by the Corporation that might impact the rights of shareholders or the election of directors. The Committee will make recommendations on the structure of Board meetings and oversee the Corporation’s processes for providing information to the Board. The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm’s fees and other retention terms. In addition, the Committee has sole authority to retain and

terminate any compensation consultant or consulting firm to assist in the evaluation of director compensation, including sole authority to approve the consultant's fees and other retention terms. The Committee may also, at its discretion, engage outside legal counsel or other advisers as it deems necessary to carry out its functions.