

**Mettler-Toledo International Inc.**  
**Nominating and Corporate Governance Committee Charter**

**Purpose**

The purpose of the Nominating and Corporate Governance Committee is to provide assistance to the Board of Directors of the company

- (1) to identify, screen and recommend qualified candidates to serve as directors of the company and to recommend to the Board the director nominees for the next annual meeting of shareholders;
- (2) to develop and recommend to the Board corporate governance guidelines applicable to the company;
- (3) to advise the Board on the structure and membership of committees of the Board; and
- (4) to lead the Board in its annual review of the Board's performance, in accordance with applicable laws, rules and regulations and the applicable rules of the New York Stock Exchange (collectively, the "Applicable Rules").

**Charter**

The scope of the Committee's responsibilities and how it carries out those responsibilities, including structure, processes and membership requirements shall be set forth in this charter, which has been adopted and approved by the Board and may be amended by the Board from time to time in compliance with Applicable Rules. The Committee shall review and reassess the adequacy of the charter and evaluate the Committee's performance and make any recommendations to the Board on an annual basis. A copy of the charter shall be posted on the company's website.

**Committee Membership**

The Committee shall consist of at least three directors, all of whom shall have no relationship to the company that may interfere with the exercise of their independence from management and the company, as determined in accordance with Applicable Rules.

The Committee shall be appointed by the Board and one Committee member shall be designated as the Chairman. The Board may remove a member at any time.

At its discretion, the Committee shall have direct access to the General Counsel and any other employee of the company. The Committee shall have the authority to engage independent counsel and other advisers, as it determines necessary to carry out its duties. The Committee shall have the 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.

**Meetings**

The Committee shall meet at least twice a year and at such other times as determined by the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee will report the results of its meetings to the Board.

## **Committee Responsibilities and Authority**

1. In accordance with Applicable Rules, the Committee shall have authority to consider and make recommendations to the Board regarding:
  - (a) The composition and size of the company's Board and Board committees;
  - (b) Potential nominees for election to the Board, including for vacancies and newly created directorships;
  - (c) Potential conflicts of interest arising as a result of other positions held by the company's directors; and
  - (d) Nominations made by shareholders in accordance with the company's By-laws.
2. The Committee shall use the criteria set forth in the company's corporate governance guidelines for evaluating candidates for director. The Committee shall recommend to the Board a director nomination process, as well as minimum qualifications for director nominees.
3. The Committee shall seek individuals qualified to become board members for recommendation to the Board. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
4. The Committee shall oversee new director orientation to the company and its business. This orientation may include background material, meetings with senior management, and visits to company facilities.
5. To the extent required by Applicable Rules, the Committee shall have oversight of the evaluation of the Board and its committees and management.
6. The Committee shall develop and recommend to the Board corporate governance guidelines. Periodically, the Committee shall review and reassess the adequacy of the corporate governance guidelines of the company and recommend any proposed changes to the Board for approval.
7. The Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.
8. The Committee shall have the authority to establish other rules and operating procedures in order to fulfill its obligations under this charter and Applicable Rules.
9. The Committee may form and delegate authority to subcommittees when appropriate.

[Approved by the Board of Directors on: February 5, 2004]