

**Calgon Carbon Corporation
Governance Committee Charter**

**(Effective February 6, 2003)
(Amended: September 22, 2003)**

Statement of Purpose

The Committee is a standing committee of the Board of Directors. The purpose of the Committee is to discharge the Board's responsibility related to reviewing and making recommendations to the Board regarding public policy matters, the development and implementation of a set of corporate governance principles applicable to the Company, the identification of individuals qualified to become board members, and the review of the qualifications and make-up of the Board membership.

Authority

The Committee shall have the authority and responsibility to engage and terminate any outside consultant to assist in discharging its responsibilities hereunder. The Committee shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company, including the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee.

Membership

This Committee shall be comprised of not less than three nor more than five members. Each member shall (i) be a member of the Board of Directors, and (ii) be independent and qualified under standards established by applicable law and stock exchange listing standards. Except in any such member's capacity as a member of the Corporate Governance and Nominating Committee, the Board of Directors, or any other board committee, no member shall accept any consulting, advisory, or other compensatory fee from the Company, or be an affiliated person or the Company of any subsidiary thereof.

Meetings

The Committee will meet at least three times each year, with authority to convene additional meetings as circumstances require. All Committee members are expected to attend each meeting, in person or via teleconference. Meeting agendas will be prepared

and provided in advance to members, along with appropriate briefing materials. Minutes of each meeting will be prepared. If requested by any member of the Committee, time shall be allotted for an executive session of Committee members only and any executives or outside advisors they might want to invite.

Quorum

A majority of the total number of Committee members then in office shall constitute a quorum for the transaction of business at any meeting. All matters shall be decided by the affirmative vote of a majority of members present in person or by proxy at a meeting duly called and held.

Responsibilities

The following shall be the principal responsibilities of the Committee:

1. *Director Selection, Fees and Board Criteria.* The Committee shall periodically review and make recommendations to the Board concerning the appropriate size and composition of the Board and concerning the fees to be paid to directors for activities as board and committee members; including (i) candidates for election or re-election as directors, (ii) the criteria to be used for the selection of candidates for election as directors, (iii) the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board, (iv) the composition and functions of the Board committees, and (v) all matters relating to the development and effective functioning of the Board.
2. *Director Recruitment.* The Committee shall consider (in consultation with the Chairman of the Board and the Chief Executive Officer) and recruit candidates to fill positions on the Board of Directors, including as a result of the removal, resignation or retirement of any Director, an increase in the size of the Board of Directors or otherwise. The Committee shall also consider nominees recommended by shareholders for election as directors as set forth in the by-laws. The Committee shall further conduct, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board of Directors and such candidate's compliance with the independence and other qualification requirements established by the Committee.
3. *Advice on Committee Membership and Operations.* The Committee shall review on an annual basis and make recommendations to the Board of each Board committee's membership and committee chairpersons including, without limitation, a determination of whether one or more Audit Committee members qualifies as a financial expert in accordance with applicable law. The Committee shall further advise the Board with respect to charters, structure, and operations

of the various committees of the Board of Directors and qualifications for membership thereon, including policies for removal of members and rotation of members among other committees of the Board.

4. Consideration of Term Limits. The Committee shall review the desirability of term limits for directors and recommend to the Board of Directors policies in this regard from time to time.
5. Governance Guidelines. The Committee shall assess and make recommendations concerning overall corporate governance including, without limitation, proposed changes to the Company's corporate governance principles or guidelines, to the extent specific matters are not the assigned responsibility of other Board committees.
6. Evaluation of Board. The Committee shall establish the process and administer the evaluation of the Board of Directors of the Company.
7. Process for Evaluation of Board Committees. This Committee shall instruct all committees of the Board to perform an annual self-evaluation consistent with its charter and ensure such self-evaluations are conducted. However, it shall be the responsibility of each committee of the Board to actually perform a self-evaluation.
8. Relationships with Shareholders. The Committee shall review matters bearing on the relationships between management and present or potential shareholders with emphasis on policy and major programs affecting ownership of the Company.
9. Succession Planning. The Committee and, as appropriate, the Board of Directors shall periodically review the executive management structure of the Company and the succession plan for the positions within that structure with the Chairman of the Board and the Chief Executive Officer. The Committee shall consult annually with the Compensation Committee regarding the succession plan for executive officers prior to making its recommendations to the Board of Directors. The Committee shall recommend the selection of individuals for such positions to the Board of Directors.
10. Review of Legislative and Regulatory Issues. The Committee shall periodically review legislative and regulatory issues affecting the Company's businesses and operations.
11. Review of Public Issues. The Committee shall review public issues identified by management as likely to generate expectations of the Company by its constituencies, including shareholders, employees, customers, vendors,

governments, and the public. The Committee shall also review the Company's position regarding identified public issues including, but not limited to, employee health and safety, environmental, energy and trade matters, and the Company's efforts to affect identified public issues through research, analysis, lobbying efforts and participation in business and government programs.

12. *Review and Approve Codes of Conduct and Corporate Policies.* The Committee shall review and approve (or recommend) codes of conduct applicable to directors, officers and employees and policies of the Company and its subsidiaries.

13. *Committee Performance Evaluation.* The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation consistent with the responsibilities set forth in this charter.

14. *Delegation.* The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

15. *Other Delegated Responsibilities.* The Committee shall also carry out such other duties that may be delegated to it by the Board of Directors from time to time.

16. *Review of Charter.* The Committee shall reassess and report to the Board on the adequacy of all committee charters on an annual basis.