

**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF VARIAN, INC.**

(as amended and restated on August 10, 2004)

I. Committee Purpose

The primary responsibilities of the Nominating and Governance Committee (the “Committee”) of the Board of Directors of Varian, Inc. (the “Company”) are to (1) make recommendations to the Board regarding composition of the Board and committees of the Board, (2) identify individuals qualified to become Board members, and recommend to the Board qualified individuals to be nominated for election or appointed to the Board, (3) recommend to the Board compensation of directors who are not Company officers, (4) develop a succession plan for the Company’s Chief Executive Officer, (5) develop and implement regular evaluations by the Board of its performance, and (6) develop corporate governance guidelines applicable to the Company.

II. Committee Composition and Meetings

The Committee shall have a minimum of three members, each of whom shall be a member of the Board of Directors and meet the independence requirements of The Nasdaq Stock Market, Inc. and applicable law. Members of the Committee shall be appointed by and serve at the discretion of the Board of Directors, which shall also appoint the Committee’s Chairman.

The Committee shall meet regularly as necessary to fulfill its responsibilities. Special meetings may be called by the Chairman of the Committee or the Chairman of the Board. The Committee may also take action by unanimous written consent of its members. At any meeting of the Committee, the presence of one-half of its members then in office shall constitute a quorum for the transaction of business; and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

The Committee may request that any other director, officer or employee of the Company or any of the Company’s external legal counsel, independent accountants, compensation consultants or other consultants or advisors attend a Committee meeting or meet with any member of the Committee or its advisors. The Committees shall have the authority to retain and terminate, at the Company’s expense, legal counsel, compensation consultants or other consultants or advisors, as the Committee determines necessary to carry out its duties. The Committee may meet with any person in executive session.

III. Committee Responsibilities

A. Director Qualifications, Searches and Nominations. The Committee shall:

1. Recommend to the Board of Directors the appropriate size of the Board;
2. Determine what should be the qualifications of individuals who should be considered for nomination or appointment to the Board;
3. Seek out, interview and consider qualified individuals who should be considered for nomination or appointment to the Board;
4. Retain, to the extent the Committee determines necessary or appropriate, a search firm or consultant to identify qualified director candidates, determine the fees and other retention terms for such search firm or consultant, and (as the Committee may determine) terminate such search firm or consultant;
5. Recommend to the Board of Directors individuals who should be nominated by the Board for election at the annual meetings of the Company's stockholder or who should be appointed to the Board to fill vacancies on the Board; and
6. Recommend to the Board of Directors the formation, composition and chairmanship of standing or special committees of the Board.

B. Director Compensation. The Committee shall:

1. Recommend to the Board of Directors all compensation for directors who are not Company officers, including cash compensation, equity compensation and other benefit arrangements; and
2. Retain, to the extent the Committee determines necessary or appropriate, a compensation consultant to evaluate and make recommendations on director compensation, determine the fees and other retention terms for such compensation consultant, and (as the Committee may determine) terminate such compensation consultant.

C. Board Evaluation. The Committee shall develop and implement regular evaluations by the Board of Directors of the performance of the Board.

D. CEO Succession. The Committee shall develop a succession plan for the Company's Chief Executive Officer.

E. Corporate Governance Guidelines. The Committee shall recommend to the Board of Directors corporate governance guidelines applicable to the Company, and shall review at least annually those guidelines.

F. Other Responsibilities. The Committee shall:

1. Review at least annually the Company's directors and officers liability insurance programs;
2. Recommend to the Board of Directors appropriate retirement policies for directors;
3. Approve in advance any Company officer serving on the board of directors of a for-profit entity;
4. Review at least annually the adequacy of this Charter, and recommend to the Board of Directors any proposed changes to this Charter; and
5. Perform other responsibilities as directed by the Board of Directors.