

Corporate Governance and Nominating Committee Charter

RESOLVED, that the Board of Directors of Wilson Greatbatch Technologies, Inc. has constituted and established a Governance Committee with the authority, responsibility, and duties as described in this Corporate Governance and Nominating Committee Charter.

PURPOSE

The primary purpose of the Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Wilson Greatbatch Technologies, Inc. (the "Company") is to identify qualified individuals to become Board members, recommend to the Board the selection of the director nominees for the shareholder's next annual meeting, develop and recommend to the Board a set of corporate governance principles applicable to the Company, and evaluate the effectiveness of the Board and the established corporate governance principles.

The Committee shall review the adequacy of this Charter on an annual basis.

MEMBERSHIP

The Committee's composition will meet the requirements of the Governance/Nominating Committee Policy of the New York Stock Exchange and all other applicable regulatory requirements.

Accordingly, all of the members will be Directors who:

1. The Board shall affirmatively determine, based on all applicable legal or regulatory definitions, have no material relationship to the Company that may interfere with the exercise of their independent judgments;
2. Have not been employed by the Company or its outside auditor in the last five-year period, are not former employees of any company whose compensation committee includes an officer of the Company, and their immediate family members; and
3. Do not receive compensation from the Company in any capacity other than as a Director.

KEY RESPONSIBILITIES

The following functions shall be the common recurring activities of the Committee, and are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances. The Committee shall:

- Identify new Directors and select Directors to recommend to the Board for nomination by consistently applying the Board's selection criteria.
- Advise the Board concerning appropriate composition of the Board and its committees.
- Review the need for any changes in the number, charters, or titles of Board committees and then discuss the recommendations arising from this review with the Board
- Share with the Board the Committee's planned agenda, at the beginning of each fiscal year for the ensuing year and assure that other Board committees do the same.

- Review annually with the Board and Chief Executive Officer the appropriate skills and characteristics required for the Board, as described in the corporate governance principles of the Company, with the skills and characteristics actually represented on the Board.
- Annually review and make recommendations to the Board regarding evaluation of the Board and each committee. Individual Board self evaluation will be completed by each Board member and reviewed annually with the Board Chair under criteria established by the Committee.
- Seek feedback annually from all Directors on the performance of the Chief Executive Officer of the Board and guide the Board's process of appraising the performance.
- Monitor and preserve the independence of the Board.
- Periodically review the Director compensation program and recommend changes to the Board when appropriate.
- Perform such other functions as the Board may assign to the Committee from time to time.
- Perform an annual review of the Committee's performance of the responsibilities outlined in this Committee charter.

AUTHORITY

When identifying and selecting candidates to recommend as Director nominees, the Committee shall have the sole authority to:

- Retain and terminate any search firm to be used to assist in identifying qualified candidates; and
- Approve any fees and/or other retention terms allocated to such search firm

MEETINGS

The Committee shall meet at the call of its chairperson, as often as necessary, preferably in conjunction with regular Board meetings. Meetings may, at the discretion of the Committee, include members of management, independent consultants, lawyers, or other persons, including associates of the Company, who are knowledgeable in the matters under consideration. The Committee may also meet by telephone conference call or by any other means permitted by law or the Company's bylaws. All meetings of the Committee shall be held pursuant to the bylaws of the Company with regard to notice and waiver thereof, and written minutes of each meeting shall be duly filed in the Company records. Reports of Committee meetings shall be made to the Board at the next regularly scheduled meeting following the Committee meeting, and accompanied by any recommendations to the Board approved by the Committee.