

**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
XERIUM TECHNOLOGIES, INC. (THE “COMPANY”)**

I. Organization and Governance of the Nominating and Governance Committee. The Nominating and Governance Committee (the “Committee”) of the Company shall consist of no fewer than three members appointed by the Board of Directors (the “Board”) who shall satisfy the independence requirements of the New York Stock Exchange. Members of the Committee will be appointed or removed by the Board, in its discretion.

In order to fulfill its role, the Committee shall be organized and governed in the following manner:

- A majority of the members of the Committee shall represent a quorum;
- If a quorum is present, action may be taken by the Committee upon the affirmative vote of a majority of the members;
- The Committee shall meet at least two times during each calendar year;
- The chairman or any two members may call a meeting of the Committee upon due notice, in accordance with the Bylaws of the Company, to each other member;
- Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing; and
- The Committee may delegate its authority to a subcommittee consisting of one or more members.

II. Statement of Purpose. The purposes of the Committee are to (i) develop and recommend to the Board a set of corporate governance principles applicable to the Company, which shall be referred to as the Corporate Governance Guidelines, (ii) identify individuals qualified to become members of the Board, (iii) recommend to the Board director nominees for the next annual meeting of shareholders, (iv) oversee other matters relating to service on the Board, and (v) oversee the evaluation of the Board and its dealings with management and appropriate committees of the Board.

III. Goals and Responsibilities of the Committee. The responsibilities of the Committee shall include the following:

Board and Committee Membership and Nomination

- Identify individuals qualified to become Board members, consistent with criteria approved by the Board, receive nominations for such qualified individuals and review recommendations put forward by the chairman;

- Recommend to the Board the director nominees for the next annual meeting of shareholders, taking into account each candidate's ability, judgment and experience and the overall diversity and composition of the Board;
- Establish a policy under which stockholders of the Company may recommend a candidate to the Committee for consideration for nomination as a director;
- Recommend to the Board qualified individuals to serve as committee members on the various Board committees. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed;

Corporate Governance

- Periodically review the Corporate Governance Guidelines and recommend to the Board such changes as are necessary;
- Review and assess the adequacy of this Charter and submit any changes to the Board for approval;
- Review the Company's practices and policies with respect to the size of the Board, the ratio of employee directors to non-employee directors, the meeting frequency of the Board and the structure of Board meetings and make recommendations to the Board with respect thereto;
- Review the functions, duties and composition of the committees of the Board and make recommendations to the Board with respect thereto;
- Provide for new director orientation and continuing education for existing directors on a periodic basis;
- In concert with the Board, review the Company policies with respect to significant issues of corporate public responsibility, including contributions;
- Clearly articulate to each director what is expected, including reference to the Corporate Governance Guidelines and directors' basic duties and responsibilities with respect to attendance at board meetings and advance review of meeting materials;
- Consider and report to the Board any questions of possible conflicts of interest of Board members;

Evaluation and Compensation Matters

- Annually evaluate the composition of the Board and performance of the committees of the Board (including this Committee), and the Board as a whole, and report the results to the Board;

- Recommend to the Board the compensation for non-employee directors and, no less frequently than once every two years, review the compensation practices at comparable companies to ensure that director compensation levels are consistent with peer companies;

Communications with Management and the Board

- Communicate with management to ensure that materials and information provided to the Board are appropriate to enable the Board to fulfill its responsibilities; and
- Report its actions and any recommendations to the Board on a periodic basis.

IV. Powers of the Committee on Directors and Corporate Governance. In order to fulfill its role, the Committee has the authority to retain and terminate a search firm to assist in the identification of director candidates, and has the authority to approve the search firm's fees and retention terms. The Committee also has the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors. Funding for such retained services shall be provided for by the Company.