

LADISH CO., INC.
Nominating Committee Charter

Adopted: February 3, 2004

This Nominating Committee Charter (the “Charter”) is intended to assist the Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Ladish Co., Inc., a Wisconsin corporation, (the “Company”) in carrying out its duties and responsibilities. This Charter is in addition to, and is not intended to change or interpret, any federal or state law or regulation, the rules of the Securities and Exchange Commission (“SEC”), Nasdaq’s listing standards, the Wisconsin Business Corporation Law, or the Company’s Articles of Incorporation or By-Laws. This Charter is not intended to, and does not, create any legal or fiduciary duties or responsibilities or form the basis for a breach of fiduciary duty or potential liability if not complied with. There are no third party beneficiaries to the Charter. This Charter is subject to modification and interpretation by the Board.

A. General Role

The Committee is responsible for identifying and recommending for approval by the Board a slate of director nominees for election at each of the Company’s annual meetings of shareholders, and otherwise for determining the Board’s other committee members and chairmen, subject to Board ratification, as well as recommending to the Board director nominees to fill vacancies or new positions on the Board or its committees that may occur or be created from time to time except for the vacancy to be filled pursuant to the June 10, 2003 Agreement between the Company and Grace Brothers, Ltd., all in accordance with the Company’s By-Laws and applicable law.

B. Members

The Committee shall consist of at least three directors, one of whom shall be the Chairman, all of whom shall meet the independence and other requirements of the SEC, Nasdaq’s listing standards, other applicable laws and the Company’s By-Laws. Committee members may be removed in accordance with the Company’s By-Laws.

C. Meetings

Absent unusual circumstances, the Committee shall meet at least annually. In addition, special meetings shall be held as circumstances require as determined by the Committee’s Chairman or by any two other members of the Committee in accordance with the Company’s By-Laws. The Committee may invite to its meetings such other directors, members of Company management and such other persons or advisors as the Committee or its Chairman deems necessary or appropriate in order to carry out the Committee’s duties and responsibilities. The Committee, through its Chairman, shall report its activities to the Board at the Board meeting next following each Committee meeting so that the Board is kept fully informed of the Committee’s activities on a current basis.

Minutes of each Committee meeting shall also be distributed to the Board as and when appropriate.

D. Responsibilities

The Committee's Responsibilities shall include the following:

1. To establish criteria for prospective director nominees.
2. To establish and effectively communicate to shareholders a method for shareholders to recommend director nominees in accordance with the Company's By-Laws for the Committee's consideration.
3. To evaluate all prospective director nominees, including those nominated by shareholders, in accordance with the Company's By-Laws.
4. To conduct appropriate inquiries into the backgrounds and qualifications of prospective director nominees.
5. To annually select and recommend for approval by the Board and the election by the Company's shareholders a slate of director nominees, and to otherwise recommend for approval by the Board director nominees to fill vacancies or new positions on the Board as they may occur or be created from time to time, all in accordance with the Company's By-Laws.
6. To review and recommend to the Board an appropriate course of action with respect to or upon the resignation, retirement or removal of any then currently serving director, including whether a new director should be appointed by the Board prior to the Company's next shareholder meeting, all in accordance with the Company's By-Laws.
7. To, on an annual basis, determine and propose to the Board which directors shall serve as members and chairmen of the Board's other committees. In making its determinations, the Committee shall take into consideration (a) balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors which may result from the rotation of committee members and chairmen; (b) subject matter expertise; (c) applicable SEC, IRS or Nasdaq requirements; (d) tenure; and (e) the desires of individual Board members.
8. To plan in advance for continuity on the Board as current directors are expected to retire from the Board.
9. If a then serving director shall retire or otherwise undergo a change in the employment position that he or she held when he or she first became a member of the Board, the Committee shall review the continued appropriateness or such director's Board membership and shall take such action as the Committee deems

necessary or appropriate, subject to ratification by the Board and compliance with the Company's By-Laws.

10. To, from time to time, if the Committee determines it to be necessary or appropriate, select and retain independent consultants, search firms and experts to provide independent advice to the Committee with respect to the Company's director nominees and nominating policies, practices and procedures and to help identify, screen and check potential director candidates, and to otherwise assist the Committee in carrying out its duties and responsibilities. The cost of such consultants, search firms and experts shall be paid for by the Company.
11. To, from time to time, if the Committee determines it to be necessary or appropriate, conduct such reviews, investigations and surveys as the Committee may consider necessary or appropriate in the exercise of its duties and responsibilities.

E. Unrestricted Committee Communications

The Committee shall have unrestricted lines of communication with the Company's chief executive officer, chief financial officer, chief legal officer, principal accounting officer, independent auditors and outside legal counsel at all times. The Committee may also, as it deems necessary or appropriate, obtain advice and assistance from independent legal, accounting or other advisors, which advisors shall be paid for by the Company.

F. Annual Review of Charter

The Committee shall, at least annually, review and reassess the adequacy of this Charter and, if determined necessary or appropriate, make recommendations to the Board. During this review process, the Committee may seek the input of the Company's chief executive officer, chief legal counsel and/or other experts or advisors with regard to the adequacy of this Charter and the necessity or desirability of any amendments.