

DIONEX CORPORATION

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

PURPOSE

The primary purpose of the Nominating and Corporate Governance Committee shall be to act on behalf of the Company's Board of Directors of the Board in fulfilling the Board's oversight responsibilities with respect to (a) the composition of the Board and Board committees, including the process of nominating members to the Board and Board committees and (b) all aspects of the Company's corporate governance functions, including procedures for compliance with significant applicable legal, ethical and regulatory requirements that affect corporate governance. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law.

COMPOSITION

The Nominating and Corporate Governance Committee shall consist of at least two members of the Board of Directors. The members of the Committee shall be free from any relationship that would interfere with the exercise of their independent judgment, as determined by the Board, and shall meet the standards for independence set forth in applicable rules and regulations of The Nasdaq Stock Market ("Nasdaq"). The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Committee's chairperson shall be designated by the Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

MEETINGS AND MINUTES

The Nominating and Corporate Governance Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company promptly after each meeting. The Committee will report to the Board from time to time, or whenever so requested by the Board.

AUTHORITY

The Nominating and Corporate Governance Committee shall be authorized to access such internal and external resources as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have authority to retain, at the Company's expense, special legal or other consultants or advisors as it deems necessary or appropriate in the performance of its duties, including executive search firms to help identify director candidates. The Committee shall have authority to require that any of

the Company's personnel, counsel or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special legal or other consultants and advisors.

RESPONSIBILITIES

To implement the Nominating and Corporate Governance Committee's purpose, the Committee shall, to the extent the Committee deems necessary or appropriate, be charged with the following functions and responsibilities with the understanding, however, that the Committee may supplement or (except as otherwise required by applicable laws or rules) deviate from these activities as appropriate under the circumstances:

1. Establish criteria for membership on the Board and on committees of the Board, including standards for the independence of directors to serve on the Board and committees of the Board.

2. Identify, evaluate, review and recommend to the Board qualified candidates to serve on the Board.

3. Evaluate, review and consider whether to recommend to the Board the nomination, upon conclusion of their terms, of existing directors for re-election to the Board.

4. Evaluate at least annually the performance, authority, operations, charter and composition of each standing Board committee and the performance of each committee member and recommend any changes considered appropriate in the authority, operations, charter or composition of each committee.

5. Review and consider whether to recommend to the Board the continued service of a director in the event (a) an employee director's employment with the Company is terminated or (b) a non-employee director changes his or her primary job responsibility or primary employer since the director's most recent election to the Board.

6. Establish a process for the periodic review and assessment of the performance of the Board and Board committees, seeking input from senior management, the full Board and others, including whether, individually and collectively, the directors provide the skills and expertise appropriate for the Company.

7. Consider and assess periodically the independence of directors, including whether a majority of the Board is independent of management within the meaning prescribed by Nasdaq and whether the members of the standing committees of the Board meet the independence requirements of Nasdaq applicable to such committees.

8. Evaluate the need and, if necessary, develop and institute a plan or program for the continuing education of directors.

9. Develop a set of corporate governance principles applicable to the Company to be adopted by the Board, and periodically review and assess these principles and their application and recommend any changes deemed appropriate to the Board for its consideration.

10. Review and make recommendations to the Board regarding proposals submitted by stockholders that relate to corporate governance matters.

11. Review with management and the Board the adequacy of, and monitor compliance with, the Company's Code of Business Conduct and Ethics.

12. Consider and determine whether to approve proposed waivers of the Code of Business Conduct and Ethics applicable to the Company's directors and executive officers.

13. Recommend to the Board the establishment of such special committees as may be desirable or necessary from time to time in order to address ethical, legal, business or other matters that may arise.

14. Oversee and review the processes and procedures used by the Company to provide accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

15. Periodically review, discuss and assess (a) its own performance, seeking input from senior management, the full Board and others and (b) the adequacy of this Charter, including the Committee's role and responsibilities as outlined in this Charter, and recommend any proposed changes to the Board for its consideration.

16. Oversee the Company's policies and practices regarding philanthropic and political activities and undertake such additional activities within the scope of its primary functions as the Committee may from time to time determine