

ENGELHARD CORPORATION
NOMINATING AND GOVERNANCE
COMMITTEE CHARTER

I. Nominating and Governance Committee Purpose

The Nominating and Governance Committee (the “Committee”), in its capacity as a committee of the Board, shall:

- identify individuals qualified to become Board members, and recommend to the Board the director nominees for the next annual meeting of shareholders or to be appointed by the Board to fill an existing or newly created vacancy on the Board;
- oversee the evaluation of the Board;
- develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; and
- conduct an annual review of the Committee’s own performance.

Nominating and Governance Committee Authority

The Committee has the authority to retain and terminate any search firm to be used to identify director candidates, including authority to approve the search firm’s fees and other retention terms. The Committee also has the authority to retain, at the Company’s expense, independent or outside legal, accounting or other advisors of its choice and as it deems necessary or appropriate in the performance of its duties.

The Committee may request any officer or employee of the Company or the Company’s counsel to attend any meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee may delegate authority to an individual member of the Committee or to subcommittees to the extent permitted by applicable laws, rules and regulations, including those of the New York Stock Exchange.

II. Nominating and Governance Committee Membership and Meetings

The Committee shall be comprised of two or more independent directors appointed annually by the Board. Each member shall comply with and satisfy the requirements of the

New York Stock Exchange and all other applicable laws, rules and regulations and may be removed by the Board of Directors in its discretion.

The Committee shall meet with such frequency as circumstances dictate. Meetings of the Committee shall be called by the Chairman of the Committee or the Chief Executive Officer of the Company. All meetings of the Committee shall be held pursuant to the Bylaws of the Company with regard to notice and waiver thereof. If a Committee Chairman is not designated by the Board or present at a meeting, the members of the Committee may designate a Chairman of the meeting by majority vote of the Committee membership. Reports of meetings of the Committee shall be made to the Board at its regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board approved by the Committee.

III. Nominating and Governance Committee Responsibilities

The Committee shall:

1. Actively seek individuals qualified to serve on the Board and select, or recommend that the Board select, director nominees to be considered for election at the Company's next annual meeting of shareholders or to be appointed by the Board to fill an existing or newly created vacancy on the Board of Directors. In accordance with the Company's Corporate Governance Guidelines, the Nominating and Governance Committee shall seek to identify and recommend a diverse set of director nominees for board membership each of whom shall have demonstrated, among other characteristics, independence, wisdom, integrity and an understanding and general acceptance of the Company's corporate policy. The Committee shall also consider written proposals for director nominees received from Company shareholders in accordance with the Company's Corporate Governance Guidelines and Bylaws.
2. Develop Corporate Governance Guidelines applicable to the Company and recommend such guidelines to the Board. The Committee shall review such guidelines periodically and, when necessary or appropriate, recommend changes to the Board.
3. Take a leadership role in shaping the corporate governance of the Company including reviewing letters from shareholders concerning the Company's annual general meeting and governance process and making recommendations to the Board in respect thereof.
4. Review and reassess the adequacy of this Charter and the Committee's own performance annually or more often as conditions dictate, and recommend proposed changes to the Board.

5. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.