

**GARDNER DENVER, INC.**  
**NOMINATING AND CORPORATE**  
**GOVERNANCE COMMITTEE CHARTER**

**Membership and Purpose**

The Nominating and Corporate Governance Committee shall be comprised of not less than three independent directors and shall include such directors as determined from time to time by the Board of Directors. Each member of the Committee shall meet the independence requirements of the New York Stock Exchange and the Securities and Exchange Commission. Committee members are appointed by the Board and the Board reviews Committee membership at least annually. The Board's policy is to rotate the Chair of the Committee every five years.

The Committee shall regularly report to the Board on the results of its activities and make recommendations on the Board's organization and practices and aids in identifying and recruiting director candidates. The Committee has authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. The Committee recommends to the Board new candidates for election to the Board and the director nominees for the next annual meeting of shareholders. The Committee also fixes director compensation, reviews issues of corporate governance and makes recommendations to the Board on corporate governance principles. The Committee may, from time to time, adopt rules and make provisions as deemed appropriate for the conduct of meetings, considering, acting upon and recording matters within its authority, and making such reports to the Board as it may deem appropriate. The Committee may delegate one or more of its responsibilities to subcommittees, as it deems appropriate.

**Key Responsibilities**

The Board has delegated to the Committee the following duties and responsibilities:

1. Review with management and evaluate the overall effectiveness of the organization of the Board, including, its incumbent members, lead independent director, size, composition and the conduct of its business, and make appropriate recommendations to the Board with regard thereto.
2. At least annually, review membership and chairs of the various Board Committees and make recommendations to the Board with regard thereto.
3. Develop, maintain and review on an annual basis criteria and procedures for the identification and recruitment of candidates for election to serve as directors of the Company (including consideration of the performance of incumbent directors in determining whether to nominate them for re-election) and make appropriate recommendations with regard thereto to the Board and, as appropriate, to the shareholders of the Company.
4. Identify individuals qualified to become Board members, consistent with the criteria approved by the Board.

5. Recommend to the Board new candidates for election to the Board and the director nominees for the next annual meeting of shareholders.
6. Consider the adequacy of the number of Board of Directors' meetings per year.
7. Review the appropriateness and adequacy of information supplied to directors prior to and during Board of Directors' meetings.
8. Consider from time to time the overall relationship of, and oversee the evaluation of, directors and management.
9. Develop and recommend to the Board a set of corporate governance principles applicable to the Company.
10. Review from time to time compensation (including benefits) for services to the Company by its directors, and make recommendations with regard thereto to the Board.
11. Review and reassess the adequacy of its charter on an annual basis.
12. Conduct an annual performance evaluation of the Committee.
13. Retain outside advisors to assist the Committee in meeting any of the above obligations, as necessary or appropriate.
14. Ensure that the Company provides for appropriate funding for payment of compensation to the outside advisors retained by the Committee and administrative expenses of the Committee as necessary or appropriate.
15. Review and assess changes, if any, in any of the director's relationships, affiliations, employment or other board or public service and the corresponding impact on the independence of such director.
16. Develop an orientation program for new directors and a continuing education program for all Board members.