

**H.B. FULLER COMPANY  
CORPORATE GOVERNANCE AND  
NOMINATING COMMITTEE CHARTER**

**Purpose**

The Committee will review and recommend actions to the Board with respect to (i) corporate governance matters and (ii) the Company's policies and practices relating to significant issues of corporate social and public concern.

**Membership**

The Board will appoint a Chairperson and other members to this committee annually taking into account each member's particular experience, knowledge and preference. The Committee will have a minimum of three outside directors as members. In addition, the members of the Committee shall meet the independence requirements of the New York Stock Exchange.

**Duties and Responsibilities**

**Corporate Governance Matters**

In addition to such other matters the Board may assign with respect to corporate governance matters, the Committee shall:

- Review and evaluate the performance of the Chairman of the Board, President and/or Chief Executive Officer.
- Review the Company's organizational structure and succession planning program and recommend executive officers to the Board for election.
- Evaluate the performance of directors periodically, both individually and collectively. On a continuing basis, the Committee shall also review the functioning of the Board (including the fulfillment of its legal duties) and shall make recommendations regarding such matters to the Board.
- Create, review and make recommendations to the Board regarding the formation, composition, responsibilities, charters, and termination of Board committees. The Committee may act as, or appoint and charter, ad hoc committees for special projects.
- Recommend director nominees to the Board for election or re-election; and have responsibility for orientation of new Directors, as well as the ongoing education of all directors.
- Evaluate any proposed changes to the Company's articles of incorporation or bylaws. The Committee will determine whether to recommend any changes in such documents to the Board.

- Evaluate any shareholder proposals submitted for inclusion in the Company's proxy statement. The Committee will recommend to the Board a position with respect to any such proposal.
- The Committee shall have the sole authority to retain and terminate search firms or other special consultants to advise the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation of advisors.

#### **Committee Meetings and Action**

- A majority of the Committee members will be a quorum for the transaction of business.
- The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.
- Any action required to be taken at a meeting of the Committee will be deemed the action of the Committee if all of the Committee members executed, either before or after the action is taken, a written consent and the consent is filed with the Corporate Secretary.
- The Chairman will report regularly to the Board on Committee actions and on the fulfillment of the Committee's duties under its Charter.
- The Committee shall conduct an annual performance evaluation in accordance with the applicable regulations of the NYSE and report the results from such evaluation to the Board.
- The Committee Chairman will keep minutes of all Committee meetings, which will be distributed to all Committee members.
- Staff support will be provided by the Office of the Corporate Secretary.

❖ Last revised October 5, 2006 (reviewed and approved).