

**PALL CORPORATION
CHARTER OF THE NOMINATING/GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

(ADOPTED BY THE BOARD OF DIRECTORS EFFECTIVE JANUARY 20, 2005)

MEMBERSHIP AND ORGANIZATION

- The nominating/governance committee (“Committee”) of the board of directors of Pall Corporation (“Board”) shall consist of not less than three nor more than five directors.
- Members of the Committee, including the chairperson, shall be appointed by the Board in consultation with the Chairman and Chief Executive Officer.
- Members of the Committee may be removed by the Board at any time.
- All members of the Committee shall be “independent” as that term is defined in and determined pursuant to Section A.3 of the Company’s Corporate Governance Policy.

PURPOSE, DUTIES AND RESPONSIBILITIES

- The purpose of the Committee is to assist the Board by (i) identifying individuals qualified to become Board members; (ii) recommending that the Board select a group of director nominees for each next annual meeting of the Company’s shareholders; (iii) developing and recommending to the Board a set of effective corporate governance policies and procedures applicable to the Company; (iv) reviewing and making recommendations to the Board and management regarding succession planning, and executive and management resources; (v) reviewing and advising the Board about its committees; (vi) overseeing performance reviews of the Board and its committees; and (vii) reviewing and advising the Board on public policy issues.

Board Size, Director Evaluation, Nomination, and Education

1. Evaluate periodically the desirability of and recommend to the Board any changes in the size and composition of the Board.
2. Develop and recommend to the Board general and specific criteria for director nomination (Appendix 1).
3. Monitor performance of directors based on the general criteria and the specific criteria applicable to each such director. If any serious problems are identified, work with such director to resolve such problems or, if necessary, seek such director’s resignation or recommend to the Board such person’s removal in accordance with applicable law.

4. Evaluate each new director candidate and each incumbent director before recommending that the Board nominate or re-nominate such individual for election or re-election (or that the Board elect such individual on an interim basis to fill a vacancy) based on the extent to which such individual meets the general criteria and will contribute significantly to satisfying the overall mix of specific criteria and remedy any deficiencies therein. The decision to re-nominate incumbent directors should be based on a consideration of each such individual's contributions, including the value of his or her experience as a director of the Company, the availability of new director candidates who may offer unique contributions, and the Company's changing needs.
5. Submit to the Board the candidates for director to be recommended by the Board for election at each annual meeting of shareholders and to be added to the Board at any other times due to Board expansions, director resignations or retirements or otherwise.
6. Establish procedures for soliciting and reviewing potential nominees from directors and shareholders and for advising those who suggest nominees of the outcome of such review (Appendix 2).
7. Develop and periodically evaluate initial orientation guidelines and continuing education guidelines for each member of the Board and each member of each Board committee regarding his or her responsibilities as a director generally and as a member of any applicable Board committee, and monitor and evaluate annually each director's cooperation in fulfilling such guidelines (Appendix 3).

Evaluation of and Successor Planning for Chief Executive Officer and Other Elected Executive Officers

8. Assist the Board in evaluating the performance of and other factors relating to the retention of the Chief Executive Officer. Assist the Board in overseeing the evaluation of the performance of other elected Officers. It is recognized that, subject to oversight by the Board and this Committee and subject to the authority and responsibilities of the Compensation Committee, the Chief Executive Officer will have primary responsibility for evaluating the performance of other elected Officers.
9. Review and reassess as appropriate, a management succession plan. Consider and recommend to the Board candidates for successor to the Chief Executive Officer of the Company and, with appropriate consideration of the Chief Executive Officer's recommendations, candidates for successors to other elected Officers.

10. Review and recommend to the Board a Corporate Governance Policy and any changes therein, setting forth the corporate governance principles applicable to the Company.
11. Review and make recommendations to the Board on other matters of Board policies and practices relating to corporate governance.
12. Review and make recommendations to the Board regarding proposals of shareholders that relate to corporate governance.

Board Committees

13. Submit to the Board candidates for membership on each Board committee and for the chairperson of each committee whenever any committee members are to be selected. The Committee will coordinate with the Board as to the selection of an Independent Director who will qualify to serve on the audit committee as a designated “audit committee financial expert.”

Annual Board and Committee Performance Evaluation

14. Recommend to the Board for its approval an annual self-evaluation process of the Board and its committees and oversee such annual self-evaluations. This should include an evaluation of the performance, authority, operations, charter and composition of each standing or ad hoc Board committee and the performance of each committee member.
15. Recommend any changes considered appropriate in the authority, operations, charter, number or membership of each committee.
16. If any serious problems are identified with a committee member, the Committee shall work with such person to resolve such problems or, if necessary, recommend to the Board such person’s removal from the applicable committee(s).

Public Policy Issues

17. Identify, evaluate and monitor significant public policy issues.
18. Recommend to the Board policies and strategies concerning such issues.
19. Review Company policies and practices for consistency with its social responsibility.

Other Matters

20. Review the Company’s practices regarding philanthropic contributions.
21. Make regular reports to the Board, generally following meetings of the Committee, on the Committee’s activities.
22. Review and evaluate annually the performance of the Committee.
23. Review annually the adequacy of this Charter and recommend to the Board any changes.

24. Perform any other activities consistent with this Charter, the Pall Corporation Corporate Governance Policy, the Company's by-laws and governing law as the Committee or the Board deems appropriate.

MEETINGS

- The Committee shall meet as often as may be deemed necessary or appropriate, in the judgment of the chairperson, either in person or telephonically, and at such times and places as the Committee may determine. Any action required or permitted to be taken by the Committee may be taken by a unanimous consent in writing.
- All meetings of and other actions by the committee shall be held and taken pursuant to the by-laws of the Company.

RESOURCES

- The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including the fees and other terms of their engagement.
- The Committee shall have sole authority to retain and terminate any consultants or advisors, including the fees and other terms of their engagement, to advise the Committee in connection with its responsibilities.
- The Committee shall keep the Company's Chief Financial Officer advised as to the general range of the anticipated expenses and shall obtain the concurrence of the full Board for expenditures exceeding \$100,000 in any fiscal year.

DISCLOSURE OF CHARTER

- This Charter will be made available on the Company's website.

Appendix 1 to Nominating/Governance Committee Charter

GENERAL AND SPECIFIC CRITERIA FOR DIRECTOR SELECTION

GENERAL CRITERIA

Director selection should include at least enough Independent Directors (as defined in and determined pursuant to Section A.3 of the Company's Corporate Governance Policy) to satisfy the requirement that a majority of the Board be Independent Directors required by Section A.3 of the Company's Corporate Governance Policy, and such Independent Directors should have appropriate skills, experiences and other characteristics to provide qualified persons to fill all Board committee positions required to be filled by Independent Directors. Subject to the right of the Board to decide otherwise when deemed appropriate, the Chief Executive Officer of the Company generally should be a director and, depending on the circumstances, certain other members of management, as well as certain individuals having relationships with the Company that prevent them from being Independent Directors, may be appropriate members of the Board. Each director should:

- Be an individual of the highest character and integrity and have an inquiring mind, vision, a willingness to ask hard questions and the ability to work well with others;
- Be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director;
- Be willing and able to devote sufficient time to the affairs of the Company and be diligent in fulfilling the responsibilities of a director and Board committee member (including developing and maintaining sufficient knowledge of the Company and its industry; reviewing and analyzing reports and other information important to Board and committee responsibilities; preparing for, attending and participating in Board and committee meetings, and satisfying appropriate orientation and continuing education guidelines); and
- Have the capacity and desire to represent the balanced, best interests of the shareholders as a whole and not primarily a special interest group or constituency.

SPECIFIC CRITERIA

In addition to the foregoing general criteria, the Nominating Committee shall develop, reevaluate annually and modify as appropriate a set of specific criteria outlining the skills, experiences (whether in business or in other areas such as public service, academia or medical and scientific communities), particular areas of expertise, specific backgrounds, and other characteristics that should be represented on the Board to enhance the effectiveness of the Board and Board committees.

These specific criteria should take into account any particular needs of the Company based on its business, size, ownership, growth objectives, community, customers and other characteristics and will need to be adjusted and refocused as these Company characteristics change and evolve.

These specific criteria also should reflect the Company's belief that gender and ethnic diversity provide additional perspectives that are helpful.

The Nominating Committee should prepare annually a list of any specific criteria so identified that are not adequately represented on the Board. When practical, the Committee should indicate the most significant deficiencies that should be given the highest priority in recruiting new director candidates possessing the missing criteria.

Appendix 2 to Nominating/Governance Committee Charter

NOMINATION PROCESS

The nominating/governance committee will consider shareholder recommendations for director nominees. A shareholder desiring the committee to consider his or her director nominee should deliver a written submission to the nominating/governance committee in care of the corporate secretary, Pall Corporation, 2200 Northern Boulevard, East Hills, New York 11548. Such submission must include (1) the name of such nominee, (2) the nominee's written consent to serve if elected, (3) documentation demonstrating that the nominating shareholder is indeed a shareholder of the Company, (4) any information relating to the nominee and his or her affiliates which would be required to be disclosed in a proxy solicitation for the election of directors of the Company pursuant to Regulation 14A under the Securities and Exchange Act of 1934, including, but not limited to, the information required by Items 103, 401, 403 and 404 of Regulation S-K of the Securities and Exchange Commission, (5) a description of the qualifications of the nominee which, in the view of the nominee or the nominating shareholder, would make the nominee a suitable director of the Company, and (6) a description of the nominee's reasons for seeking election to the Company's board of directors, which description must include any plans or proposals which the nominee or nominating shareholder may have which relate to or would result in any of the actions described in Item 4 of Schedule 13D under the Securities and Exchange Act of 1934. Such submission should include an undertaking to submit to the corporate secretary of the Company a statement amending any of the foregoing information promptly after any material change occurs in such information as previously submitted. The committee may require additional information from the nominee to perform its evaluation.

Nominee recommendations that are made by shareholders in accordance with these procedures will receive the same consideration as recommendations initiated by the nominating/governance committee.

In its assessment of each potential nominee, the nominating/governance committee will review (1) the nominee's judgment, experience, independence and understanding of the Company's business, (2) the range of talent and experience already represented on the board, and (3) such other factors that the nominating/governance committee determines are pertinent in light of the current needs of the Company. Diversity of race, ethnicity and gender among the directors is a factor in evaluating nominees for board membership. The nominating/governance committee will also take into account the ability of a nominee to devote the time and effort necessary to fulfill his or her responsibilities as a Company director.

Appendix 3 to Nominating/Governance Committee Charter

**NEW DIRECTOR ORIENTATION
AND DIRECTOR CONTINUING EDUCATION PROGRAMS**

The Company shall provide new directors with a director orientation program to familiarize such directors with, among other things, the Company's business, strategic plans, significant financial, accounting, risk management and legal issues, compliance program, business conduct and ethics program, corporate governance policy, principle officers, internal auditor and independent auditors. The Company will make available to directors opportunities for internal and appropriate external continuing education to enable them to maintain the necessary level of expertise to perform their responsibilities as directors generally and as a member of any applicable Board Committee.