

**BLOUNT INTERNATIONAL, INC.**  
**NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Purpose**

The Nominating & Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Blount International, Inc. (together with its subsidiaries, the “Corporation”) is the principal corporate governance, strategic planning and succession planning committee of the Board. At the request of the Chief Executive Officer of the Corporation, the Committee plays an important advisory role with respect to internal corporate matters, management development and succession, selection and termination of senior executives, employment diversity, changes in corporate structure, contingency planning and other matters of broad corporate significance.

The Committee identifies individuals qualified to become board members and recommends candidates for election to the Board.

The Committee also develops, recommends and monitors corporate governance guidelines and committee charters for the Corporation.

**Membership and Organization**

The Committee shall consist of not fewer than two members and shall be composed only of non-employee directors who are “independent” as defined in New York Stock Exchange Rule 303A. The Committee shall meet at such times as it determines to be appropriate or at the call of the Chair of the Committee.

The members of the Committee shall be elected by the Board annually and shall serve until their successors have been duly elected and qualified and the Committee Chair shall be elected by the full Board.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

**Duties and Responsibilities**

In identifying and recommending board nominees, the Committee uses guidelines that it has developed with respect to qualifications for nominations to the Board and for continued membership on the Board. The criteria for selecting new directors includes identifying individuals with demonstrated leadership ability and outstanding integrity, values and judgment. The Committee seeks to maintain a Board with a broad diversity of experience in business matters and the ability to assess and evaluate the role and policies of the Corporation in the face of changing conditions in the economy, regulatory environment and customer expectations.

It is the Committee’s responsibility to oversee and evaluate the Board. At least annually, the Committee shall conduct evaluations of director performance, committee performance and the effectiveness of the Board as a working group. The Committee

reviews and makes recommendations to the Board regarding Board composition generally, Board committee structure, committee membership and committee chairs, and director compensation policies and practices.

It is the Committee's responsibility to oversee and evaluate management of the Corporation.

The Committee shall report periodically to the Board on significant results of the foregoing activities.

### **Evaluation**

At least annually, the Committee shall conduct an evaluation of its performance in such manner as the Committee deems appropriate.

### **Other**

The Committee shall have available to it such support personnel, management staff, outside auditors, attorneys and consultants as it deems necessary to discharge its responsibilities.

The Committee shall have sole authority to retain and terminate any search firm used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.