



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

(AS AMENDED AND RESTATED BY THE BOARD OF DIRECTORS ON APRIL 21, 2011)

I. ORGANIZATION, MEMBERSHIP AND QUALIFICATION

(a) Organization

The nominating/governance committee (“**Committee**”) of the board of directors (“**Board**”) of Pall Corporation (“**Company**”) shall consist of a minimum of three Directors.

(b) Membership

Members of the Committee, including the Chairperson, shall be appointed by the Board in consultation with the Chairman.

Members of the Committee may be removed by the Board at any time.

The Committee may delegate its responsibilities to a subcommittee comprised of one or more members of the Committee, as it deems appropriate.

(c) Qualifications

Each member of the Committee shall be “independent” as that term is defined in and determined pursuant to Section B.4 of the Company’s Corporate Governance Policy.

II. PURPOSE

The purpose of the Committee shall be to assist the Board by (a) identifying individuals qualified to become Board members, consistent with the Criteria set out in the Company’s Corporate Governance Policy; (b) recommending that the Board select the Director nominees for the next annual meeting of the Company’s shareholders; (c) developing and recommending to the Board a set of effective corporate governance policies and procedures applicable to the Company; (d) reviewing and making recommendations to the Board and management regarding succession planning, and executive and management resources; (e) reviewing and advising the Board about its committees; (f) overseeing the evaluation of the Board and its committees; and (g) reviewing and advising the Board on public policy issues.

III. DUTIES AND RESPONSIBILITIES

(a) Board Size, Director Evaluation, Nomination, and Education

1. Evaluate periodically the desirability of and recommend to the Board any changes in the size of the Board.
2. Develop and recommend to the Board general and specific criteria for Director nomination, which shall reflect at a minimum any requirements of applicable law or listing standards (Appendix 1).
3. 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).
4. Consider (in consultation with the Chairman of the Board) and recruit candidates to fill positions on the Board.
5. 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.
6. 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.
7. Evaluate and recommend to the Board whether or not to accept the resignation of an incumbent Director who failed to receive the required vote for re-election pursuant to the Company's By-Laws. The Committee shall determine whether or not to accept such Director's resignation based on such factors as it deems appropriate and relevant, and shall submit its recommendation for consideration by the Board.
8. Develop and periodically evaluate initial orientation guidelines and continuing education guidelines for Directors regarding their responsibilities as Directors generally and as members of Board committees, and monitor and evaluate annually each Director's fulfillment of such guidelines (Appendix 3).

9. Monitor performance of Directors based on the general criteria and the specific criteria for Directors. The Committee shall review and determine whether to accept any Director resignations delivered under Section B.9 of the Corporate Governance Policy as a result of a change in the Director's circumstances.

(b) Successor Planning for Chief Executive Officer and Other Elected Officers

1. Review periodically with the Chairman of the Board, the management succession plans relating to positions held by Elected Officers (as defined in the by-laws). Consider and recommend to the Board the process for selection, and the selection of (which shall include performance evaluation) 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.

(c) Corporate Governance Oversight

1. Recommend to the Board a Corporate Governance Policy setting forth the corporate governance principles applicable to the Company. The Committee shall annually review the Corporate Governance Policy and recommend any changes to the Board for approval.
2. Review and make recommendations to the Board on other matters of Board policies and practices relating to corporate governance.
3. Review and make recommendations to the Board regarding proposals of shareholders that relate to corporate governance.

(d) Board Committees

1. Submit to the Board for its approval candidates for membership on and Chairmanship of each Board committee whenever committee members are to be selected. The Committee will coordinate with the Board as to the selection of a Director who will qualify to serve on the audit committee as a designated "audit committee financial expert" as defined by the rules of the Securities and Exchange Commission and will also assist the Board in its determination regarding the audit committee members' financial literacy and ability to read and understand the Company's basic financial statements.

(e) Annual Board and Committee Performance Evaluation

1. 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.

2. Recommend to the Board for its approval any changes considered appropriate in the authority, operations, charter, number or membership of each committee.

(f) Public Policy Issues

1. Identify, evaluate and monitor significant public policy issues.
2. Recommend to the Board policies and strategies concerning such issues.

(g) Other Matters

1. Review the Company's practices regarding charitable contributions.
2. Report regularly to the Board on its activities, generally following meetings of the Committee.
3. Perform an annual self-evaluation of the Committee's performance and annually reassess the adequacy of and, if appropriate, propose to the Board any desired changes, in the Charter of the Committee.
4. Oversee the Company's enterprise risk management program and ensure the Company has appropriate procedures in place to manage risks and handle crisis.
5. Perform any other activities consistent with this Charter, the Corporate Governance Policy, the by-laws and governing law as the Committee or the Board deems appropriate.

IV. MEETINGS

The Committee will meet, in person or telephonically, as often as in the judgment of the Chairperson of the Committee or the Chairman of the Board may be necessary or appropriate. Any action required or permitted to be taken by the Committee may be taken by a unanimous consent in writing.

All meetings and any other actions of the Committee shall be held and taken pursuant to the by-laws, including by-law provisions governing notice of meetings and waiver thereof and the number of Committee members required to take actions at meetings and by written consent.

The Committee Chairperson will establish an agenda for each Committee meeting and will include in each agenda any item required by this Charter or submitted by any

Committee member. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record and shall be approved at a subsequent meeting of the Committee. The Chairperson shall make regular reports to the Board and generally following meetings of the Committee, on the Committee's activities.

The Committee may request that any Directors, officers or other employees of the Company, or any other person whose advice and counsel are sought by the Committee attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any person it deems appropriate in order for it to fulfill its responsibilities.

V. RESOURCES

The Committee shall have sole authority to retain and terminate any search firm to be used to identify Director candidates, including sole authority to approve the fees and other terms of their engagement.

The Committee shall also have the right to use reasonable amounts of time of the Company's internal staff and also to hire, terminate and approve the fees and other retention terms for independent consultants, outside counsel and other advisors to assist and advise the Committee in connection with its responsibilities. The cost of all such outside consultants, counsel and other advisors shall be paid by the Company.

The Committee shall advise the Board and the Company's Chief Financial Officer at the beginning of each fiscal year as to the general range of anticipated annual expenses for outside experts, counsel and consultants to be hired by such Committee during such fiscal year, and shall advise the Board at least twice a year with respect to its expenditures.

VI. DISCLOSURE OF CHARTER

This Charter will be posted on the Company's website and also will be made available in print to any shareholder requesting it. Such availability on the Company's website and in print will be disclosed as required by applicable law and listing standards.

Appendix 1 to Nominating/Governance Committee Charter

GENERAL AND SPECIFIC CRITERIA FOR DIRECTOR SELECTION

GENERAL CRITERIA

1. Non-employee Directors must be Independent Directors (as defined in and determined pursuant to Section B.4 of the Company's Corporate Governance Policy).
2. 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.
3. 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.
4. Each Director should:
 - (a) 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;
 - (b) 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;
 - (c) 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
 - (d) Have the capacity and desire to represent the balanced, best interests of the Company shareholders as a whole and not primarily a special interest group or constituency.

SPECIFIC CRITERIA

In addition to the foregoing general criteria, the Nominating/Governance 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/Governance Committee should prepare periodically 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 any person for nomination for election to the Board of Directors must deliver a written submission to the Nominating/Governance Committee in care of the corporate secretary at the Company's headquarters, at Pall Corporation, 25 Harbor Park Drive, Port Washington, New York 11050. Such submission must include (1) the name and address of such person, (2) such person's written consent to be named in the proxy statement and to serve if elected, (3) documentation demonstrating that the shareholder is a shareholder of the Company, (4) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and other material relationships or interests, between or among such shareholder (and/or any beneficial owner on whose behalf the recommendation is made) and its affiliates and associates, or others (including the names of such person(s)) acting in concert therewith, on the one hand, and such person and his or her respective affiliates and associates, or others (including the names of such person(s)) acting in concert therewith, including any swap or other derivative or short positions, profits interests, options, hedging transactions or borrowed or loaned shares, (5) any information relating to such person and his or her affiliates or associates that 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, as amended, (6) a description of the qualifications of such person that, in the view of such person or the shareholder (or any such beneficial owner), would make such person a suitable Director, and (7) a description of such person's reasons for seeking election as a Director, which description must include any plans or proposals that such person or the shareholder (or any such beneficial owner) 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, as amended. Such submission should include a statement indicating whether such person, upon election or reelection to the Board, will submit an irrevocable resignation to become effective upon (i) the failure of such person to receive the required number of votes cast at the next meeting at which such person is nominated for reelection, and (ii) the board's acceptance of such resignation. Such submission should also 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 of the eligibility of the nominee to serve as an independent Director of the corporation or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such nominee.

Any nomination by a shareholder of any person for election to the Board of Directors of the Company must comply with the foregoing and the notice and other requirements of the by-laws. In addition, any such nomination must also include a representation (x) that the

shareholder intends to appear in person or by proxy at the meeting to propose such business or nomination; and (y) whether the shareholder or the beneficial owner intends or is part of a group that intends to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the corporation's outstanding common stock required to approve or adopt the proposal or elect the nominee or otherwise to solicit proxies from shareholders.

Recommendations for nomination and nominations that are made by shareholders in accordance with these procedures and, if applicable, the by-laws will receive the same consideration as recommendations or nominations initiated by the Nominating/Governance Committee.

In its assessment of each person considered for nomination, the Nominating/Governance Committee will review (1) such person's judgment, experience, independence and understanding of the Company's business, (2) the range of talent and experience already represented on the Board of Directors, 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, gender, professional experience, education and skill among the Directors is a factor in identifying and evaluating nominees for board membership. The Nominating/Governance Committee will also take into account the ability of such person to devote the time and effort necessary to fulfill his or her responsibility as a Director.

Appendix 3 to Nominating/Governance Committee Charter

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

The Company shall provide new Directors with an 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 Directors are encouraged to attend director education programs 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. The Company will make available to Directors opportunities for internal and appropriate external continuing education programs and will pay all reasonable expenses related to such programs.