



AMENDED AND RESTATED ON OCTOBER 9, 2014

**PALL CORPORATION  
CHARTER OF THE EXECUTIVE COMMITTEE  
OF THE BOARD OF DIRECTORS**

**I. PURPOSE.**

In accordance with the Corporate Governance Policy, the By-Laws and applicable law, the Executive Committee assists the Board by (a) acting on matters that do not require approval of the full Board during the intervals between formally scheduled Board meetings and (b) acting on matters that the Board has delegated to the Committee.

**II. ORGANIZATION AND QUALIFICATION.**

**A. *Organization.*** The Committee consists of a minimum of three directors and should include the Chief Executive Officer and the Chairperson of the Board (or, the lead Director, if the Chairperson and Chief Executive Officer are the same person). All members of the Committee are appointed by the Board. Members may be removed by the Board with or without cause. The Committee may delegate its responsibilities to a subcommittee comprised of one or more members of the Committee.

**B. *Qualifications.*** All members are Directors of the Company, are experienced and have the requisite expertise in accordance with the Corporate Governance Policy and applicable law.

**III. RESPONSIBILITIES AND DUTIES.**

**A.** During the interval between formally scheduled meetings of the Board, act on matters that do not require approval of the full Board or that could not be postponed until the next scheduled Board meeting, as permissible under the Corporate Governance Policy, the By-Laws and applicable law.

**B.** Report regularly to the Board on the Committee's activities and perform other duties at the Board's request that are consistent with the Corporate Governance Policy, the By-Laws and applicable law.

**IV. MEETINGS.**

The Committee will meet, in person or telephonically, as often as it deems necessary and in accordance with the Company By-Laws.

**V. RESOURCES.**

The Committee shall have the right to use reasonable amounts of time of the management and legal counsel. The Committee also has the right to hire independent legal counsel and other consultants to assist the Committee, at the Company's expense.