

**ENPRO INDUSTRIES, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**  
**CHARTER**

1. The Nominating and Corporate Governance Committee (the “Committee”) is a Committee of the Board of Directors. Its primary function is to assist the Board and management in fulfilling their responsibilities to exercise sound corporate governance in the operation of the Corporation. The Committee also has responsibility for:
  - a. Acting as a nominating committee to identify and recommend to the Board of Directors for nomination individuals qualified to serve as members of the Corporation’s Board of Directors;
  - b. Assessing effectiveness of the Board and its Committees through a regular periodic process;
  - c. Recommending to the Board of Directors committee assignments, including chairperson;
  - d. Reviewing various corporate governance issues affecting the Corporation, including the number and functions of the Board’s committees and their governing charters and the development of a set of corporate governance principles; and
  - e. Performing such other functions as may be assigned by law, the Corporation’s charter or by-laws, the Board of Directors or the Chief Executive Officer.
  
2. Unless otherwise determined by resolution of the Board, the Committee shall consist of not less than three members elected from among the directors, all of whom shall be independent directors under the rules of the New York Stock Exchange. The Board may by resolution remove any member of the Committee with or without cause.

3. A majority of members of the Committee shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum is present or by a resolution in writing signed by all members of the Committee.
4. The Board shall appoint one of the members as the chairperson of the Committee and an officer of the Corporation shall be appointed secretary of the Committee. If the chairperson is absent from a meeting, the members shall select a chairperson from those in attendance to act as the chairperson of the meeting.
5. The time and place of Committee meetings, the calling of such meetings and the procedures in all respects at such meetings shall be determined by the Committee unless otherwise determined by the by-laws of the Corporation or by resolution of the Board of Directors.
6. In fulfilling its responsibilities, the Committee is expected to:
  - a. Establish criteria for Board membership, identify qualified candidates and recommend director nominees for election at the annual meeting of shareholders or to fill any vacancies on the Board of Directors;
  - b. Annually recommend committee and chair appointments;
  - c. Review the Corporation's corporate governance practices and oversee compliance with and revise as appropriate its corporate governance guidelines;
  - d. Prepare, oversee and distribute an evaluation of the Board and management, including a regular performance evaluation of the Board and each of its committees; and
  - e. Review and reassess the adequacy of all committee charters annually and recommend any proposed changes to the Board for approval.
7. The Committee shall hold at least two meetings each year, and such additional meetings as it may deem necessary. The Committee shall make regular reports to the Board.

9. The Committee shall have sole authority to retain and terminate any search firm used to identify director candidates.

Adopted as revised, November 2, 2011