



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

(AS AMENDED AND RESTATED BY THE BOARD OF DIRECTORS ON APRIL 1, 2009)

**I. ORGANIZATION, MEMBERSHIP AND QUALIFICATION**

**(a) Organization**

The executive 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 upon the recommendation of the Nominating/Governance Committee subject to the right of the Board to decide otherwise when deemed appropriate, the Chief Executive Officer of the Company generally should be a member of the Committee.

Members of the Committee may be removed by the Board, upon recommendation of the Nominating/Governance Committee 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) Qualification**

Each member of the Committee must be a Director of the Company.

**II. PURPOSE**

The purpose of the Committee shall be to act on Board matters that do not (under the Company's By-Laws and applicable law) require approval of the Board during the intervals between meetings of the Board.

### **III. DUTIES AND RESPONSIBILITIES**

The Committee's duties and responsibilities shall be to:

- (a) During the interval between meetings of the Board, have the authority of and exercise the powers of the Board to act upon matters which, in the opinion of the Chairman of the Board/Chief Executive Officer should not be postponed until the next previously scheduled meeting of the Board, except with respect to those matters as to which the Company's By-Laws or Section 712 of the Business Corporation Law of New York withholds authority from any Committee of the Board;
- (b) Report regularly to the Board on its activities, generally at the meetings of the Board; and
- (c) Perform any other activities consistent with this Charter, the Corporate Governance Policy, the Company's By-Laws and governing law as the Committee or the Board deems appropriate.

### **IV. MEETINGS**

The Committee shall meet, in person or telephonically, as often as, in the judgment of the Chairman of the Board/Chief Executive Officer, may be deemed necessary or appropriate to fulfill its responsibilities. Any action required or permitted to be taken by the Committee may be taken by a unanimous consent in writing.

All meetings and other actions of the Committee shall be held and taken pursuant to the By-Laws of the Company, 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 Chairman of the Board/Chief Executive Officer will establish the agenda for each Committee meeting and will include in each such agenda any item required by this Charter or submitted by any Committee member. The agenda, together with materials relating to the subject matter of each meeting (or relating to the subject matter of any written consent), shall be sent to members of the Committee sufficiently in advance of each meeting so that time may be conserved and discussion time is focused on the Committee's questions. Management will make every attempt to see that this material is as concise as feasible, while still providing sufficient information to permit the Committee to be appropriately informed of material matters to be considered at each Committee meeting or other Committee action.

**V. RESOURCES**

The Committee shall 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 keep the Company's Chief Financial Officer advised as to the general range of the anticipated expenses for outside consultants, counsel and advisors hired by the Committee and shall obtain the approval of the full Board for expenditures exceeding \$100,000 in any fiscal year.

**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 noted in the Company's annual report to shareholders.