

CIRCOR INTERNATIONAL, INC.

Nominating and Corporate Governance Committee Charter

I. General Statement of Purpose and Responsibility

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to ensure that the Board of Directors (the “Board”) of CIRCOR International, Inc. (the “Company”) and each of the Board’s standing committees is appropriately constituted to meet its fiduciary obligations to the Company and its shareholders. To accomplish this purpose, the Committee is responsible for developing and recommending to the Board (i) policies and procedures regarding Board and corporate governance matters including any amendments to and compliance with the Company’s policies regarding ethics and conflicts of interest, (ii) a set of corporate governance guidelines applicable to the Company, (iii) qualified candidates to fill Board vacancies and for appointment to the Board’s various committees, (iv) a succession planning process with respect to the Board, (v) the selection of nominees to the Board for election at the annual meeting of shareholders and (vi) processes for evaluating Board performance.

II. Committee Composition

The number of individuals serving on the Committee shall be fixed by the Board from time to time but shall consist of no fewer than three members, all of whom shall meet all independence requirements as may be set forth from time to time in the New York Stock Exchange (“NYSE”) Listed Company Manual and any similar independence rules promulgated by the Securities and Exchange Commission (“SEC”).

The members of the Committee shall be appointed by the Board and may be replaced or removed by the Board at any time in its discretion. Resignation or removal of a Committee member from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Committee to serve as Chairman of the Committee.

III. Meetings

The Committee generally is to meet at least two times per year (or as more frequently as circumstances dictate) in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

IV. Committee Activities

The Committee's responsibilities shall be to:

A. Review of Charter

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

B. Annual Performance Evaluation of the Committee

- Perform an annual performance evaluation of the Committee and report to the Board on the results of such evaluation.
- Request, on an annual basis, that those members of the Board who are not Committee members also perform an evaluation of the Committee's performance and purpose.

C. Identification and Recommendation of Board Members; Independence Assessment of Board Members; Succession Planning; New Director Orientation

- Establish and update criteria for Board and committee membership, which shall include consideration of such matters as the challenges and needs of the Company, the experience and qualifications of any particular director candidate as well as such director candidate's past or anticipated contributions to the Board and its committees, and annually reassess the adequacy of such criteria.
- Evaluate the current composition, skills, experience, size and organization of the Board and its committees.

- Annually assess the independence of Board members and report its conclusions to the full Board for approval.
- Evaluate and consider matters relating to the qualifications, retirement and retention of directors.
- Periodically review and recommend to the full Board a succession planning process with respect to the Board.
- Develop recommendations for the full Board as to the individuals to be nominated for election at the annual shareholders' meeting; identify individuals qualified to become Board members to fill any vacancy or for appointment on an interim basis; and (together with the Chairman of the Board and Chief Executive Officer) interview and evaluate each prospective Board member.
- Establish a policy with regard to the consideration of director candidates recommended by shareholders.
- Establish procedures to be followed by shareholders in submitting recommendations for director candidates to the Committee (if the Committee's policy is to consider shareholder recommendations).
- Evaluate and make recommendations to the full Board concerning the appointment of directors to Board committees and the selection of committee chairs.
- Consider Board and committee recommendations in light of applicable NYSE and SEC rules and regulations regarding Board and committee membership, including those rules and regulations concerning independence and financial literacy.
- Develop, with the assistance of management, a system for providing all new directors with an orientation program intended to educate the new director on the key facets of the Company's business and those key issues then facing the Company.

D. Corporate Governance Guidelines

- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company that meet applicable requirements of the NYSE and SEC.

- Review and reassess the adequacy of the corporate governance guidelines annually and recommend any proposed changes to the Board for approval; monitor compliance with the corporate governance guidelines and assess any requests for waivers.
- Monitor compliance with the Company's ethics and conflict of interest policies including reviewing and investigating any matters that relate to the integrity of management including any violations or perceived violations by management of such policies. In so doing, the Committee shall refer to the Audit Committee any such matters that relate to or have the likelihood to affect the integrity of the Company's financial statements, financial reporting process or internal controls.
- Periodically review with management the sufficiency of the Company's ethics and conflict of interest policies and approve any modifications to or waivers of such policies.

E. Evaluation and Compensation of Board of Directors

- Develop and administer a process for evaluating Board performance including use of surveys of director observations, suggestions and preferences.
- Report annually to the Board with an evaluation of the performance and effectiveness of the Board and its committees for the prior fiscal year.
- Periodically evaluate Director and Committee compensation and recommend any changes to the full Board for approval.

F. Responsibilities of the Chairman of the Board

- Periodically review and make any recommendations to the full Board of any changes in the responsibilities of the Board Chairman

G. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates

- Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Committee shall also have sole authority to approve any such search firm's fees and other retention terms.

V. General

- The Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Committee shall make regular reports to the Board concerning areas of the Committee's responsibility and shall make such recommendations to the Board as may be desirable in order to carry out the Committee's purposes.
- In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company attend a meeting of the Committee or meet with any members of or advisors to the Committee. The Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities.
- The Committee may perform such other functions as may be requested by the Board from time to time.