

**REXNORD CORPORATION**  
**NOMINATING AND**  
**CORPORATE GOVERNANCE COMMITTEE CHARTER**

The Board of Directors (the “Board”) of Rexnord Corporation, a Delaware corporation (the “Company”), adopted this charter (this “Charter”) for the Nominating and Corporate Governance Committee of the Board (the “Committee”) effective as of February 8, 2017. This Charter supersedes any and all prior charters of the Committee. This Charter shall be made available on the Company’s web site at *www.rexnord.com*.

**A. Purpose**

1. The purpose of the Committee is to assist the Board in fulfilling its responsibilities regarding:

- (a) the identification of qualified candidates to become directors of the Company, consistent with criteria approved by the Board;
- (b) the selection of nominees for election as directors at the next annual meeting of stockholders or a special meeting of stockholders at which directors are to be elected;
- (c) the selection of candidates to fill vacancies and newly created directorships on the Board, as well as the selection of directors to serve on the other committees of the Board;
- (d) the identification of best practices and recommendation of corporate governance principles, including giving proper attention and making effective responses to stockholder concerns regarding corporate governance;
- (e) the development of guidelines setting forth corporate governance principles applicable to the Company (the “Corporate Governance Guidelines”); and
- (f) oversight of the evaluation of the Board and management.

2. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with applicable laws and regulations, the Company’s Amended and Restated Certificate of Incorporation (as may be amended from time to time, the “Certificate of Incorporation”), and the Company’s Amended and Restated By-Laws (as may be amended from time to time, the “By-Laws”). The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities

delegated to it, the Committee shall have and may exercise all the powers and authority of the Board.

## **B. Composition and Qualifications**

1. The Committee shall be composed of three (3) or more directors as determined by the Board. Each member of the Committee shall have experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. The Committee members shall satisfy the independence requirements of the New York Stock Exchange (the “NYSE”) to the extent required by applicable law, rules or other NYSE requirements.

2. The Board shall appoint the members and the chairperson of the Committee (the “Chairperson”). The Board may remove a Committee member from the Committee, with or without cause, at any time.

## **C. Meetings and Procedures**

1. The Chairperson (or in his or her absence, another member selected by the attending members) shall preside at Committee meetings and set the agendas for the meetings. The Committee may meet in person, by telephone conference call, or in any other manner in which the Board is permitted to meet under law or the By-Laws. The Committee shall meet as required in order to fulfill its responsibilities and to complete the activities required by this Charter.

2. The Committee shall meet on a regularly scheduled basis, but at least once per year and more frequently as the Committee deems necessary or desirable. Meetings of the Committee shall be held upon call by the Chairperson, two or more members of the Committee, or the Chairman of the Board.

3. A quorum of the Committee shall consist of a majority of the members of the Committee in office at the time of any meeting, and the vote of a majority of the members of the Committee present at the time of a vote, if a quorum is present at that time, shall be the act of the Committee. The Committee may also act by unanimous written consent in lieu of a meeting.

4. All non-executive directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company’s management or any other person whose presence the Committee believes to be desirable and appropriate.

5. The Committee shall keep regular minutes of its meetings and report the same to the Board following the meetings and as otherwise requested by the Board.

#### **D. Authority and Responsibilities**

1. At an appropriate time prior to each annual meeting of stockholders at which directors are to be elected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

2. At an appropriate time after a vacancy arises on the Board, a director advises the Board of his or her intention to resign from the Board, or there is a newly created directorship resulting from an increase in the authorized number of directors, the Committee shall recommend to the Board a person to be elected by the Board to fill such vacancy or newly created directorship whom the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve. In addition, the Committee shall also be responsible for recommending to the Board the directors to serve on the committees of the Board.

3. For purposes of the two preceding paragraphs, the Committee may consider the following criteria, among others that the Committee shall deem appropriate, in recommending candidates for election to the Board:

- (a) personal and professional integrity, ethics and values;
- (b) experience in corporate or financial management, such as serving as an officer or former officer of a publicly held company;
- (c) experience in the Company's industry and with relevant social policy concerns;
- (d) experience as a board member of another publicly held company;
- (e) academic expertise in an area of the Company's operations or financial or other areas relevant to the Company;
- (f) practical and mature business judgment; and
- (g) such other criteria as the Board or the Committee may from time to time determine.

The Committee shall identify candidates without regard to any candidate's race, color, disability, gender, national origin, religion or creed.

4. In accordance with the By-Laws, the Committee shall review any resignation by a director due to a failure to receive a majority vote at a meeting of the Company's stockholders and make a recommendation to the Board whether to accept such resignation.

5. The Committee also shall monitor compliance by the directors of the Company with such Board membership criteria.

6. In addition to the foregoing, the Committee, to the extent that it deems necessary or appropriate, shall carry out the following responsibilities:

(a) review the performance of each current director and consider such performance when determining whether or not to recommend the nomination of such director for an additional term;

(b) assess the size and composition of the Board and its committees;

(c) when and if appropriate, consider and recommend the removal of a director for cause, in accordance with the applicable provisions of the Certificate of Incorporation, the By-Laws and the Corporate Governance Guidelines;

(d) make recommendations to the Board regarding governance matters, including, without limitation, the Certificate of Incorporation, the By-Laws, this Charter and the charters of the Company's other committees;

(e) develop and recommend to the Board the Corporate Governance Guidelines, and any changes to the Corporate Governance Guidelines;

(f) develop and recommend to the Board a policy regarding the consideration of director candidates recommended by the Company's security holders and procedures for submission by security holders of director nominee recommendations;

(g) review governance-related stockholder proposals and recommend Board responses;

(h) oversee the Board in its annual review of the Board's performance (including its composition and organization) and make appropriate recommendations to improve performance;

(i) evaluate the Committee's performance on an annual basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee; and

(j) review and reassess this Charter and submit any recommended changes to the Board for its consideration.

7. The Committee may retain any independent counsel, experts or advisers that the Committee believes to be desirable and appropriate without the approval of the Board or management. The Committee also may use the services of the Company's regular legal counsel or other advisers to the Company. The Committee shall have the sole authority to retain, amend the engagement with, and terminate any search firm to be used to identify director candidates, including the sole authority to approve such search firm's fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

**E. Delegation of Duties**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with applicable laws and regulations, the Certificate of Incorporation, the By-Laws and the Corporate Governance Guidelines.