

**CHARTER**  
**of the**  
**GOVERNANCE AND NOMINATING COMMITTEE**  
**of**  
**KNOWLES CORPORATION**

The Board of Directors (the "**Board**") of Knowles Corporation (the "**Company**") has adopted and approved this Charter, setting forth the purpose, responsibilities, authority and membership requirements of its Governance and Nominating Committee (the "**Committee**").

**1. Purpose**

The purpose of the Committee is to assist the Board in establishing and managing governance standards, determining criteria for the composition of the Board and its committees, identifying individuals qualified to become Board members, and developing and monitoring a process to assess the effectiveness of the Board and its committees.

**2. Organization**

The Committee shall be comprised of not less than three (3) members of the Board, all of whom shall be "independent directors", as defined by the New York Stock Exchange (the "**NYSE**") and any other applicable regulatory standards. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

The Committee shall recommend to the Board the members and the Chair of the Committee. The Board shall appoint the members and the Chair of the Committee, who shall serve at the pleasure of the Board.

One-third of the members of the Committee, but not less than two, shall be a quorum to transact business. Each member of the Committee shall have one vote. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee may, in its discretion, form and delegate all or a portion of its authority and responsibilities to a subcommittee of the Committee as it deems appropriate, as permitted by applicable law and the rules of the NYSE and the Securities and Exchange Commission (the "**SEC**").

**3. Structure and Meetings**

The Committee shall meet at such times as the Committee shall consider appropriate to fulfill its duties and responsibilities, but no less frequently than annually. Unless delegated to another member of the Committee, the Chair of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the agenda of items to be addressed at each meeting.

Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board. The Committee may meet by telephone, video conference or similar means of remote communication.

#### **4. Authority and Responsibilities**

In furtherance of its purpose, the Committee shall have the following authority and responsibilities:

- (1) To develop and recommend to the Board:
  - (a) A set of Corporate Governance Guidelines applicable to the Company; and
  - (b) A Code of Business Conduct and Ethics applicable to the Board, management and employees.

The Committee shall review such Guidelines and Code periodically and recommend to the Board any changes deemed appropriate.

- (2) To make recommendations to the Board regarding the size and composition of the Board and qualifications for Board membership. The Committee shall at least annually review and assess the independence of each director and make recommendations to the Board on all determinations regarding director independence.
- (3) To lead the search for individuals qualified to become members of the Board, and to recommend to the Board director nominees, consistent with criteria approved by the Board, to be presented for shareholder approval at the next annual meeting and to fill vacancies on the Board in accordance with the Company's By-Laws. The Committee shall select individuals as director nominees who, in the opinion of the Committee, shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment, who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the shareholders, and who meet any other criteria set forth in the Corporate Governance Guidelines. In evaluating candidates for nomination to the Board or service on a committee, the Committee shall take into account the listing standards of the NYSE and any other applicable law, regulation or rule.
- (4) To implement and execute a process for evaluating incumbent directors prior to consideration of whether to re-nominate incumbent directors for reelection at any annual or special meeting of shareholders.
- (5) To adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by shareholders. The Committee will

consider potential director candidates recommended by the Company's shareholders in the same manner as nominees identified by the Committee.

- (6) To consider questions of possible conflicts of interest of the Board members. To administer and periodically review the Company's Related Person Transaction Policy and approve, reject or ratify transactions under that policy in which the Company is a participant and directors, nominees for director, executive officers and/or others have or will have an interest.
- (7) To review and consider the appropriateness of continued Board service of any director who retires or resigns from his or her principal employment or experiences a significant change in primary responsibilities and recommend actions to the Board.
- (8) To consider and make recommendations to the Board regarding any request by a director for a waiver of the director tenure policy set forth in the Corporate Governance Guidelines.
- (9) To advise the Board on the following matters related to all standing Board committees: (a) committee member qualifications, including independence and the Audit Committee's process of determining financial literacy and expertise, (b) committee member and chair appointments and removals, (c) committee structure and operations (including authority to delegate to subcommittees), and (d) committee reporting to the Board. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
- (10) To develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee such annual self-evaluations.
- (11) To review and assess directors' directorships in other companies to ensure that no actual or foreseeable conflicts of interest exist with any outside directorships, director independence is maintained or that directors service to the Board will not be adversely affected by any outside directorship.
- (12) To review and make recommendations to the Board on the Company's response to governance-related shareholder proposals.
- (13) To establish and oversee procedures for shareholder communications with the Board.
- (14) To consult with the Compensation Committee regarding the Compensation Committee's procedures for evaluation of the CEO and senior management.
- (15) To oversee the process by which the CEO and executive management are evaluated.

- (16) To prepare policies and procedures for the selection of a new CEO in the event of an emergency or the retirement of the CEO.
- (17) To recommend to the Board nominees for election as officers of the Company, including the CEO.
- (18) To oversee the Company's orientation program for new Board members.
- (19) Generally to consider and advise the Board as a whole on corporate governance matters.

The Committee may perform any other activities consistent with this Charter, the Company's By-Laws, the Corporate Governance Guidelines, governing law and the rules and regulations of the NYSE as the Committee or the Board deems appropriate.

## **5. Reports to the Board; Performance Evaluation**

The Committee shall report its actions and recommendations periodically to the Board at regularly scheduled Board meetings and shall conduct and present to the Board an annual performance evaluation of the Committee.

The Committee shall review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

## **6. Committee Resources**

The Committee shall have sole authority to retain and terminate any search firm to be used to assist in identifying director candidates, including sole authority to approve the search firm's or other advisor's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company or, at the Company's expense but at funding levels determined by the Committee, any outside legal counsel, expert or other advisor to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall have full, unrestricted access to Company records.

## **7. Disclosure of Charter**

This Charter will be made available on the Company's website at [www.knowles.com](http://www.knowles.com).

*As amended by the Board of Directors on October 31, 2017.*