

Knowles Corporation

Standards for Classification as an Independent Director

An independent director is one who is free from any relationship that would interfere with the exercise of independent judgment as a director. In order for a director to qualify as independent for purposes of New York Stock Exchange (“NYSE”) rules, the Board must affirmatively determine that the director has no material relationship with Knowles Corporation (“Knowles”) (either directly or as a partner, shareholder or officer of an organization that has a relationship with Knowles or any of its subsidiaries). This determination is one that is made on an individual basis, taking into account all the relevant facts and circumstances relating to the particular director. The Board has established the following standards to help it in determining director independence in accordance with the NYSE rules. The term *immediate family* is defined at the end of this document.

The Board notes that the Audit Committee and the Compensation Committee have additional eligibility standards for service on these committees.

Pursuant to the Board's determination, a director (or nominee for director) of Knowles who satisfies each of the standards listed below shall be deemed independent:

Employment by Knowles

The director is not and has not been, within the prior three years, an employee of Knowles or any of its subsidiaries (excluding service as an interim Chairman, CEO or other executive officer of Knowles following such service).

No member of the director's *immediate family* is or has been, within the prior three years, an executive officer of Knowles (excluding service as an interim Chairman, CEO or other executive officer of Knowles following such service).

Compensation from Knowles

The director has not received, during any twelve-month period within the prior three years, more than \$120,000 in direct compensation from Knowles or any of its subsidiaries (other than director or committee fees, pension and other deferred compensation for prior services not contingent on continued service).

No member of the director's *immediate family* has received, during any twelve-month period within the prior three years, more than \$120,000 in direct compensation from Knowles or any of its subsidiaries (other than compensation received for services as a non-executive employee of Knowles or pension or other deferred compensation for prior services not contingent on continued service).

Affiliations with Entities Having Business Relationships with Knowles

The director is not a current partner or a current employee of Knowles' external auditor (or, if Knowles has engaged a third party to provide internal auditing services, such internal

auditor) and was not within the last three years a partner or employee of Knowles' external auditor (or, if Knowles has engaged a third party to provide internal auditing services, such internal auditor) who personally worked on Knowles' audit and, in the case that Knowles has changed its independent auditors within the prior three years, such former independent auditors.

No member of the director's *immediate family* is a current partner of Knowles' external auditor (or, if Knowles has engaged a third party to provide internal auditing services, such internal auditor) or a current employee of Knowles' external auditor (or, if Knowles has engaged a third party to provide internal auditing services, such internal auditor) who personally works on Knowles' audit, or was within the last three years a partner or employee of Knowles' external auditor (or, if Knowles has engaged a third party to provide internal auditing services, such internal auditor) who personally worked on Knowles' audit and, in the case that Knowles has changed its independent auditors within the prior three years, such former independent auditors.

Neither the director nor any member of the director's *immediate family* is, or has been within the last three years, employed as an executive officer of a company during the same period that any of Knowles' current executive officers serves or served on the compensation committee of that company.

The director is not a current employee of a company that has made payments to, or received payments from, Knowles for property or services in an amount which, in any of the three most recent fiscal years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues.

No member of the director's *immediate family* is a current executive officer of a company that has made payments to, or received payments from, Knowles for property or services in an amount that, in any of the three most recent fiscal years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues.

Other Relationships with Knowles

The director does not serve as an executive officer in any tax exempt organization to which Knowles has made contributions in any single fiscal year within the last three years in an amount that exceeds the greater of \$1 million or 2% of such tax exempt organization's consolidated gross revenues.

Procedures

References in these standards to directors shall apply equally to nominees for director. The Board will examine or re-examine the independence of each of its nominees for director at the time of their nomination, and again if a director's outside affiliations or other circumstances change substantially during tenure on the Board.

If a Board member has a relationship that exceeds the thresholds described in the standards set forth above, or another significant relationship with Knowles or its management that is not described above, then the Board will determine whether that member's relationship would affect the Board member's independence. Any determination of independence made in this manner will be disclosed in Knowles' proxy statement.

Defined Term

As used in these independence standards:

"*immediate family*" means a person's spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and anyone (other than domestic employees) who shares such person's home (individuals who are no longer an immediate family member as a result of legal separation or divorce, and those who have died or become incapacitated, need not be included).

As adopted by the Board of Directors on February 6, 2014