

THE TIMKEN COMPANY

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purposes

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) shall assist the Board in fulfilling its responsibilities to assure that the Company is governed in a manner consistent with the best interests of the Company and its shareholders, including (a) identifying individuals qualified to become directors, (b) recommending candidates to fill Board vacancies and newly-created director positions, (c) recommending whether incumbent directors should be nominated for re-election to the Board upon the expiration of their terms, and (d) developing and recommending corporate governance principles applicable to the Company.

Composition

Size. The Committee shall consist of no fewer than three members.

Qualifications. All Committee members will be independent under the rules of the New York Stock Exchange. Desirable qualifications for Committee members include, but are not limited to, experience in corporate governance, business management, personnel or human resources management, and organizational behavior.

Selection. The Board will select the members and the Chair of the Committee based on recommendations of the Committee. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

Duties and Responsibilities

The Committee has the following duties and responsibilities:

1. Review Board Size. The Committee will evaluate the number of directors on the Board from time to time and recommend whether such number should be changed (within the scope of the range of number of directors set forth in the Amended Regulations of the Company).
2. Recommend New Director Candidates. The Committee shall consider individuals believed to be qualified to become directors and recommend candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee shall consider the qualifications of candidates, such as business experience and other skills and attributes, including high standards of integrity and ethical behavior, that qualify the candidate to serve as a director of the Company in light of the Company’s business and structure. The Committee may also consider such other factors as it deems appropriate, consistent with the factors in the Company’s Board of Directors General Policies and Procedures. The Committee shall also review the qualifications of, and make recommendations to the Board regarding, director nominations

submitted to the Company in accordance with the Company's Amended Regulations or otherwise. The Committee will consider all potential candidates in the same manner regardless of the source of recommendation.

3. Evaluate Incumbent Directors. The Committee shall evaluate whether an incumbent director should be nominated for re-election to the Board upon expiration of such director's term. The Committee will use the same factors established for new director candidates to make its evaluation and will also take into account the incumbent director's performance as a Board member.
4. Evaluate Resignations. The Committee shall evaluate, and make recommendations to the Board regarding, any resignations tendered by directors pursuant to the Policy of the Board of Directors Relating to Majority Voting.
5. Recommend Committee Members. The Committee will review the Board's committee structure and, following consultation with the Chairman of the Board, recommend to the Board for its approval directors to serve as members and Chair of each committee. The Committee shall review and recommend committee membership annually and shall recommend additional committee members to fill vacancies as needed. In connection with its recommendations for the Audit Committee, the Committee shall indicate whether, in the Committee's business judgment, each proposed Audit Committee member is financially literate and shall specify a member or members with accounting or related financial management expertise sufficient to meet the criteria of a financial expert as required by applicable rules or regulations.
6. Review Board Policies and Procedures. At least annually, the Committee shall review the Board of Directors General Policies and Procedures and recommend changes, if appropriate.
7. Review Developments. The Committee shall review external developments in corporate governance matters generally and recommend action to management and the Board when appropriate.
8. Review and Waivers of Standards of Business Ethics Policy. At least annually, the Committee shall review the Company's Standards of Business Ethics Policy and recommend changes, if appropriate. Such review will include an assessment of whether the Policy contains compliance standards and procedures that will facilitate the effective operation of the Policy. The Board or the Committee may grant a waiver to the Policy for directors or executive officers provided any waiver is promptly disclosed in a manner consistent with applicable laws or regulations. The Committee will also review and, if appropriate, approve or ratify any transaction required to be disclosed under Item 404(a) of Regulation S-K.
9. Administer Evaluations. The Committee shall conduct an annual evaluation of the Board and oversee annual evaluations of its committees.

10. Board Reports. The Committee will report its actions and recommendations to the Board after each Committee meeting.
11. Other Delegated Duties or Responsibilities. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Meetings

The Committee shall meet at least annually or more frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair shall, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Each Committee member may submit items to be included on the agenda. Committee members also may raise at any meeting subjects that are not on the agenda. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time, and a majority of the members of the Committee shall constitute a quorum. The Committee shall conduct its business as provided in the Amended Regulations of the Company. The Committee Chair shall supervise the conduct of the meetings and shall have other responsibilities which the Committee may designate from time to time.

The Committee may request any officer or employee of the Company, or any representative of the Company's advisors, to attend a meeting or to meet with any members or representatives of the Committee.

Delegation

The Committee may, in its discretion, delegate specific duties and responsibilities to a subcommittee or an individual Committee member, and may call upon other committees of the Board or individual Board members to provide assistance as necessary.

Resources and Authority

The Committee shall have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any independent advisors retained by the Committee. The Committee shall have the sole authority to engage search firms to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities.

Annual Review

At least annually, the Committee shall (a) review this Charter with the Board and recommend any changes to the Board, (b) review the charters of the standing committees of the Board and recommend any changes to the committees, and (c) evaluate its own performance in the manner prescribed by the Committee and report the results of this evaluation to the Board.

Publication

Consistent with New York Stock Exchange listing requirements, this Charter will be included on the Company's website and will be made available upon request sent to the Company's Corporate Secretary. The Company's annual report to shareholders will state that this Charter is available on the Company's website and will be available upon request sent to the Company's Corporate Secretary.