

## CLARCOR INC.

### DIRECTOR AFFAIRS / CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

#### CHARTER

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#### **DUTIES AND RESPONSIBILITIES:**

The duties and responsibilities of the Committee are as follows:

1. Make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof.
2. Identify individuals that the Committee believes are qualified to become Board members and recommend that the Board select such nominee or nominees to stand for election at the next meeting of stockholders of the Company at which directors will be elected.
3. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members and recommend such person or persons for appointment to the Board.
4. Identify Board members qualified to fill a vacancy on a committee of the Board and recommend such nominee or nominees to the Board for appointment to such committee.
5. Review and evaluate any stockholder nominees for director.
6. Evaluate and recommend to the Board appropriate (a) levels and terms for the Company's insurance for Directors and Officers, (b) compensation for the Company's directors, including compensation and expense reimbursement policies for attendance at Board and committee meetings, and (c) policies regarding ownership by directors and officers of the Company's common stock.
7. Make recommendations in respect to Board committee structure.
8. Make recommendations in respect to Board meetings, such as meeting frequency, date, and place; agenda subjects; and board visitations.
9. Periodically review the Company's Bylaws, its Corporate Conduct Guidelines, the Charters of the Committees of the Board and the Company's Code of Ethics for Senior Financial Officers, its Procedures regarding reports of Misconduct or Alleged Misconduct, its Disclosure Controls and Procedures, its Corporate Governance Guidelines, and its Insider Trading Policy for conformance to applicable laws, regulations and rules and to confirm that the Company has procedures in place to assure knowledge of and compliance by the directors, officers and employees of the Company and its subsidiaries with the policies and requirements reflected in such documents.

10. Oversee an annual evaluation of the Board of the Corporation.
11. Develop an orientation program for all new directors, which orientation program will provide information with respect to, among other things, (i) the legal obligations of directors, (ii) the history, organizational structure and business of the Company, and (iii) the markets in which the Company competes. The Committee shall also, with input from management, consider what continuing education programs may be appropriate for members of the Board.
12. Perform such other duties and responsibilities, consistent with this Charter, delegated to the Committee by the Board.

#### **NOMINATING CRITERIA:**

The Committee shall take steps to insure that the Board is comprised of a sufficient number of independent directors to satisfy the requirements set forth under the Company's Corporate Governance Guidelines.

The Committee may take into consideration such other factors and criteria as it deems appropriate in evaluating a candidate, including, without limitation, his or her judgment, skill, integrity, diversity, and business or other experience and his or her performance of the requirements relating to directors set forth in the Corporate Governance Guidelines. The Committee shall consider candidates suggested by management, shareholders or other members of the Board.

#### **QUALIFICATIONS, MEETINGS & PROCEDURES:**

Reference is made to the Company's Corporate Governance Guidelines for Committee member qualifications; procedures for Committee member appointment and removal; and Committee structure and operations, including Committee performance evaluations, reports to the Board, Charter review and retention of advisors.

#### **DELEGATION:**

The Committee may delegate authority to act upon specific matters within defined parameters to a subcommittee consisting of one or more members of the Committee, consistent with applicable law. Any such subcommittee shall report any action to the full Committee at the next meeting.

**As adopted by the Board of Directors on December 15, 2003, and revised on December 18, 2006 and January 16, 2010.**