

TENNANT COMPANY GOVERNANCE COMMITTEE CHARTER

Purpose

The Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Tennant Company (the “Company”) to assist the Board in identifying individuals qualified to become Board members; determining the composition of the Board and its committees; leading the Board in its annual review of the Board’s performance; and developing and recommending to the Board the Company’s Corporate Governance Principles.

Organization

The Committee shall be composed of three or more Board members who:

- Meet the criteria of independence under the NYSE listing standards
- Are free of any relationship that would interfere with their exercise of independent judgement as Committee members.

The Board appoints members of the Committee. Committee members may be removed or replaced by the Board from time to time in its discretion.

A Committee chair shall be elected by the Committee and shall be responsible for reporting to the full Board activities and decisions of the Committee.

Responsibilities

The Committee shall have the following responsibilities:

1. Develop and maintain criteria and procedures for the identification and recruitment of candidates for election to serve as directors of the Company. Such criteria shall include the candidate’s experience, integrity, competence, diversity, skills, and dedication in the context of the needs of the Board, as well as the ability to represent effectively the interests of shareholders and other stakeholders generally. The Committee shall identify and recommend to the Board individuals qualified to become Board members. Ideally, such candidates shall have public company experience, have a history of demonstrating strong and ethical leadership, are sufficiently senior and adept at understanding and evaluating strategic, financial and operational risks and have the expertise to help create a well-rounded board.
2. With respect to determining whether to nominate incumbent directors for re-election, the Committee shall consider their board performance, present employment status, other board service and independence. The Committee shall

recommend director nominees for the next annual meeting of shareholders to the Board and, as appropriate, to the shareholders of the Company.

3. Consider director candidates recommended by shareholders from time to time, provided that such a recommendation is accompanied by a sufficiently detailed description of the candidate's background and qualifications to allow the Committee to evaluate the candidate in light of the criteria referred to above. Any such recommendation must be made by letter sent to the Chair of the Governance Committee in care of the Company at its principal address. If a shareholder wishes to nominate a director other than a person nominated by or on behalf of the Board, he or she must comply with certain procedures set out in the Company's Restated Articles of Incorporation. Under the Company's Restated Articles of Incorporation, no person (other than a person nominated by or on behalf of the Board) shall be eligible for election as a director at any annual or special meeting of shareholders unless a written request that his or her name be placed in nomination is received from a shareholder of record by the Secretary of the Company not less than 75 days prior to the date fixed for the meeting, together with the written consent of such person to serve as a director.
4. Recommend to the Board director nominees where a vacancy is created due to death, resignation, retirement or removal of a director, or any other such reason. The Committee shall have the responsibility to recommend the removal of any director, as necessary and in accordance with applicable law, and to make recommendations on director terms and the retirement policy of the Board.
5. Have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
6. Study and review with the Board the overall effectiveness of the organization of the Board and the conduct of its business, and make appropriate recommendations to the Board with regard thereto on an annual basis. This review shall include the conduct of an annual Board self-assessment, which the Committee shall administer. The Committee will report the results of the self-assessment to the full Board, along with any recommendations stemming from the self-assessment.
7. Periodically review the requisite skills and characteristics of new Board members as well as of the Board as a whole, including members' qualification as independent, experienced, competent, diverse, skilled and operating with integrity and dedication.
8. Review and recommend programs with respect to initial and continuing education of directors.

9. Review and recommend to the Board annually and as otherwise necessary the directors to be selected for membership on the various Board committees, Committee Chairs and Lead Director. The Committee shall also review and recommend to the Board from time to time the responsibilities, of existing committees and the creation of new Board committees; excluding, however, special purpose committees established by the Board of Directors.
10. Conduct all meetings in accordance with the Company's by-laws and file all minutes and written actions in the Company's records.
11. Prior to all sessions, the Committee chair will review agendas and materials. Committee members will also have the right to request that items be added to an agenda at a future meeting.
12. Annually review and reassess the content of the Corporate Governance Principles, Business Ethics Guide, Articles of Incorporation and By-Laws of the Company, and recommend any proposed changes to the Board for approval.
13. Review and reassess the adequacy of this Charter and the Charter of the Executive Committee, including a comparison with the Corporate Governance Principles of the Company, and recommend any proposed changes to the Board for approval.
14. Perform such other duties and responsibilities as may be assigned to the Committee from time to time by the Board. The Committee may form and delegate authority to subcommittees when appropriate. The Committee shall make regular reports to the Board.
15. After taking into account its purpose and responsibilities as outlined in this Charter, the Committee shall make an assessment of the manner in which it has met such responsibilities (including the number of meetings held, an overall review of matters considered and approved, and the number of meetings attended by each Committee member), and its overall performance.
16. Committee shall meet twice a year, with the option to meet additional times on an as needed basis, called either by the chair or management.
17. Perform such other duties and responsibilities as may be assigned to the Committee from time to time by the Board. The Committee may form and delegate authority to subcommittees when appropriate. The Committee shall make regular reports to the Board.
18. Each Committee meeting will include an executive session without the presence of Company management as requested by the Committee chair.

19. The Committee shall report regularly to the Board through presentations at Board meetings, reports made during Executive Committee meetings or by submission of the minutes of the Committee meetings to the Board.

Fulfillment of Governance Committee Responsibilities

Responsibility	February	August	October/ November
Identify potential director candidates and recommend for consideration by the Board	X	X	X
Review and apply standards to determine “independence” of Board members	X		
Nominate directors for (re) election to the Board	X		
Elect Governance Committee chair and recommend members and chairpersons of all Board committees	X		
Review Corporate Governance Principles, Business Ethics Guide, Governance Committee and Executive Committee charters and Company Articles of Incorporation and By-Laws		X	
Review director retirement and tenure policies		X	
Review procedures for Board and Committee self-evaluations		X	
Conduct Governance Committee and Board self-evaluations			X
Review and recommend director education programs			X
Address other governance issues that may arise	As needed	As needed	As needed

“X” indicates the quarterly meeting at which the designated responsibility will be presented, discussed, and approved.

Note: This list represents a general non-exclusive schedule of Committee agenda items. This schedule may be modified or supplemented from time to time as necessary to fulfill the Committee’s responsibilities or as otherwise requested by the Committee.