

DONALDSON COMPANY, INC.
HUMAN RESOURCES COMMITTEE CHARTER

Purpose

The Human Resources Committee (the “Committee”) will assist the Board of Directors (the “Board”) in fulfilling its oversight duties relating to executive compensation. The Committee also shall assist the Board with management development and succession planning.

Organization

The Committee shall consist of three or more members. The Committee members shall be Directors who each meet the independence and qualification requirements of the Securities and Exchange Commission (the “SEC”), the New York Stock Exchange (the “NYSE”), applicable law and any additional requirements that the Board of Directors deems appropriate. Each of the Committee members shall also qualify as a “non-employee” Director within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and as an “outside Director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. All Committee members shall have, in the judgment of the Board, the experience, expertise and judgment necessary to make objective decisions on compensation, management development, and succession planning matters.

Each Committee member and the Committee Chairperson will be recommended by the Corporate Governance Committee and shall be elected by vote of the Board of Directors to serve a term of one year. Committee members and the Committee Chairperson may serve successive one-year terms without limitation and are subject to removal by the Board of Directors.

Meetings

The Committee shall meet not less than two times annually, or more frequently as determined by the Board or the Committee. Additional meetings may be held, or actions may be taken by unanimous written consent, as deemed necessary or appropriate by the Committee Chairperson.

A majority of the members of the Committee present in person or by means of a conference telephone call or other permitted communications equipment shall constitute a quorum.

Oversight

The Committee shall perform the following responsibilities and shall also perform such other duties and responsibilities delegated to the Committee by the Board:

1. Review and approve Corporate goals and objectives relevant to CEO compensation, evaluate the CEO’s performance in light of those goals and objectives, and determine and approve the CEO’s compensation level based on this evaluation.
2. Review and approve the Company’s executive compensation plans, incentive-compensation plans, and all equity-based plans (except for those duties that the Board may not delegate as a matter of law or regulation).

3. Review and approve on an annual basis the compensation structure for the Company's Officers.
4. Review and make recommendations to the Board regarding the Company's leadership development and succession planning activities and process.
5. Prepare and publish an annual compensation report in the Company's Proxy Statement.
6. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and determine whether to recommend to the Board that the CD&A be included in the Company's Proxy Statement.
7. Grant stock awards under all equity compensation plans, except as such authority has been delegated by the Board or Committee to the Company's CEO for non-Officer employees.
8. Conduct an annual performance review of the Committee.
9. Review the Committee's Charter annually and recommend any changes to the Board for approval.
10. In the discretion of the Committee or at the request of the Board:
 - (i) conduct regular reviews of the Company's compensation arrangements and practices, including with respect to incentive compensation;
 - (ii) assess the extent to which such arrangements and practices encourage risk-taking behavior by participants and whether the level of such encouragement is appropriate under the circumstances; and
 - (iii) take or recommend to the Board any appropriate remedial actions.

Other Responsibilities and Powers

1. The Committee shall report regularly to the full Board regarding the significant items of discussion at each Committee meeting.
2. To assist the Committee in fulfilling its duties, management shall provide the Committee with information and recommendations as needed and requested. At its discretion, the Committee shall have access to the Company's General Counsel and/or outside legal counsel and the Company's Human Resources Department and/or outside compensation consultants, if it deems such access to be necessary or beneficial. The Committee has the sole authority to retain and terminate any such consultants, including sole authority to approve the fees and other terms for such consultants. Prior to selecting outside advisors, the Committee shall assess the independence of such advisors taking into account such factors as required by the New York Stock Exchange, the Securities and Exchange Commission, and applicable law and such other factors as the Committee determines are relevant. All costs incurred by the Committee with respect to the use of outside counsel and consultants shall be paid by the Company.
3. The Committee shall have such other authority and responsibility as may be required under the rules of the SEC, the NYSE, or applicable law.