

**NALCO HOLDING COMPANY
CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

I. Organization

The Nominating and Corporate Governance Committee of Nalco Holding Company, (“Nalco”) shall consist of at least three directors. Committee members shall be appointed by the Board of Directors, in accordance with Nalco’s Articles of Incorporation and By-Laws, as amended (the “Articles”), on the recommendation of the Nominating and Corporate Governance Committee. Committee members shall hold their offices for one year and until their successors are elected and qualified, or until their earlier resignation or removal. All vacancies in the Committee shall be filled by the Board, in accordance with the Articles. The Board shall designate one of the members as Chairman of the Committee, and the Committee shall keep a separate book of minutes of their proceedings and actions.

The Committee shall meet periodically, as deemed necessary by the Chairman of the Committee. All meetings shall be at the call of the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Meetings may be held by telephone or by other appropriate means in accordance with the Articles of Nalco.

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate. The Committee members shall perform an annual evaluation of the Committee. The Committee will establish and recommend to the Board qualifications for appointment of members of all Committees of the Board. The Committee may, in its sole discretion and at Nalco’s expense, retain and terminate legal, accounting or other consultants or experts, including search firms, it deems necessary in the performance of its duties and without having to seek the approval of the Board.

II. Purpose and Responsibilities

The Nominating and Corporate Governance Committee’s primary purpose and responsibilities shall be, with respect to Nalco and its subsidiaries:

- To develop and recommend criteria for selecting new directors, identify individuals qualified to become Board members and Committee members consistent with criteria approved by the Board and recommend to the board such individuals as nominees to the Board and any Committee of the Board for its approval;

- To screen and recommend to the Board individuals qualified to become Chief Executive Officer and any other senior executive officers for whom the Committee may want to approve; and
- To oversee evaluations of the Board, individual Board members and the Board Committees

III. Duties

To fulfill its purpose and responsibilities, the Nominating and Corporate Governance Committee's functions shall include the following with respect to Nalco and its subsidiaries:

1. Screen and recommend to the Board nominees for election as directors, including nominees recommended by members of Nalco, and consider the performance of incumbent directors whose terms are expiring in determining whether to nominate them to stand for reelection at the next annual meeting of the members.
2. To develop and recommend criteria for selecting nominees for director, which shall include those qualities set forth from time to time in Nalco's Corporate Governance Guidelines.
3. Establish procedures for, and administer annual performance evaluations of the Boards, individual Board members and their committees by their membership, which will include an annual performance review of this committee by its members.
4. Review periodically the makeup of the Board committees and recommend, as appropriate, changes in the number, function or membership.
5. Develop and recommend to the Board a set of Corporate Governance Guidelines. Monitor compliance with the guidelines and make recommendations to the Board for modifications as appropriate.
6. Periodically, self-evaluate the performance of the Nominating and Corporate Governance Committee.