

**NALCO HOLDING COMPANY**  
**CHARTER OF THE SAFETY, HEALTH AND ENVIRONMENT COMMITTEE**

**I. Organization**

The Safety, Health and Environment Committee (“SHE Committee” or the “Committee”) of Nalco Holding Company, (the “Company”) shall consist of at least three directors. Committee members shall be appointed by the Board of Directors in accordance with the Company’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 the Company.

**II. Purpose and Duties**

The Company recognizes its responsibility to protect and maintain the quality of the safety, health and environment of its employees and the public. The primary responsibility for assuring the Company's compliance with applicable safety, health and environmental (“SHE”) laws and regulations is vested in the operating management of the Company. The Company's Board of Directors (“Board”) believes that the Company must continuously earn the trust and confidence of its employees, customers, shareholders and neighboring communities and other stakeholders in its SHE performance. In order to monitor such compliance as to SHE issues affecting the Company, the Board has established the SHE Committee. The Committee is appointed by the Board to review and oversee the Company's SHE policies, programs and practices that affect, or could affect, the Company's employees, customers, shareholders, and neighboring communities:

1. Oversee, review and receive updates at each meeting on the Company's SHE policies, programs and practices, SHE risks, SHE statistics, pending SHE matters, and industry best practices.
2. Oversee and review regulatory, environmental, and health and safety trends, issues and concerns which affect or could affect the Company's SHE practices, including the Company's overall environmental compliance, clean-up and remediation effort.
3. Report to the Board regularly concerning implementation of policies and assist the Board and the Company's independent environmental compliance advisors in assuring compliance with and implementation of these policies to improve the Company's SHE practices, or to further the interests of the Company's employees, customers, shareholders, or neighboring communities.

The Committee shall have authority to obtain advice and assistance from legal, accounting or other outside advisors.

The Committee shall report its actions and recommendations to the Board after each Committee meeting.