

BRADY CORPORATION
CORPORATE GOVERNANCE COMMITTEE CHARTER

Approved by the Board of Directors on November 17, 2015

Purpose

The primary objectives of the Corporate Governance Committee are to assist the Board by: (1) identifying individuals qualified to become Board members and recommending that the Board select the director nominees for each next annual meeting of shareholders; (2) developing and recommending to the Board a set of effective corporate governance policies and procedures applicable to the Corporation; (3) recommending to the Board the members of other Board Committees and the Chairs of each Committee; and (4) together with the Management Development and Compensation Committee, reviewing succession plans for key executives.

Committee Membership and Procedure

The Committee shall consist of no fewer than three members, each of whom shall satisfy the independence requirements of the New York Stock Exchange and any other applicable regulatory requirements. The members of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The Board shall have the power at any time to remove members of the Committee, change the membership of the Committee and fill vacancies in it.

The Committee's Chair shall be designated by the Board or, if it does not do so, the Committee members shall elect a Chair by vote of a majority of the Committee. The Chair of the Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Chair will ensure that the agenda for each meeting is circulated in advance of the meeting.

The Committee shall meet at least four times per year, at such times and places determined by the Committee Chair, and may have such other meetings as the members of Committee deem necessary or appropriate. The Committee may request that members of management be present at meetings of the Committee as necessary or desirable.

Except as expressly provided in this Charter or the bylaws of the Corporation, the Committee may fix its own rules of procedure.

Committee Authority and Responsibilities

The Corporate Governance Committee shall have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

- Develop recommendations on the size of the Board.
- Review the individual skills and characteristics of the Corporation's Board members, as well as the composition of the Board as a whole. Such assessment may include a consideration of independence, diversity, age, skills, expertise, and industry backgrounds in the context of the needs of the Board and the Corporation.
- Review possible candidates for Board membership consistent with the Board's criteria for selecting new directors.
- Annually recommend a slate of nominees to the Board with respect to nominations for the Board at the annual meeting of the Corporation's shareholders.
- Recommend nominees to fill any vacancies or newly created directorships on the Board.
- Develop and recommend to the Board a set of corporate governance principles applicable to the Corporation, review and reassess the adequacy of such principles annually, and recommend to the Board any changes deemed appropriate.
- Periodically review the Board's criteria for selecting new directors and, if deemed necessary or desirable, recommend changes to such criteria to the Board.
- Evaluate the performance of the Board and its members.
- Coordinate the Board agenda and meeting schedules.
- Make recommendations to the Board regarding the members of other Board Committees and the Chairs of each Committee.
- Make recommendations to the Board regarding individuals to serve as Chair of the Board.
- Maintain an orientation program for new directors and a continuing education program for all directors.
- Annually, or more often as necessary, make recommendations to the Board regarding the election of executive officers and designation of insiders for purposes of Section 16 of the Securities Exchange Act of 1934.

- In conjunction with the Chief Executive Officer and the Management Development and Compensation Committee, develop the CEO's mission and objectives.
- In conjunction with the Management Development and Compensation Committee, develop and oversee succession plans for the CEO and Level 1 and 2 executive officers.
- In conjunction with the Management Development and Compensation Committee, conduct, with the Chair of the Board, the annual review and evaluation of the CEO.
- Oversee the evaluations and talent reviews of the Level 1 and 2 executive officers.
- Periodically review with management the corporate and regional organization and reporting structures.
- In conjunction with the Management Development and Compensation Committee, recommend appropriate compensation for directors, including compensation for the Chair of the Board.
- As requested, review and approve proposals for compensation to non-management Directors for special assignments consistent with the Board's policy regarding payment of special fees for extraordinary Board or committee service.
- As deemed necessary, the Committee has the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.
- Have the sole authority to retain or obtain the advice of consultants, accountants, legal counsel or other advisers, including persons and entities independent of the Corporation and its management, as it deems appropriate in connection with the discharge of its duties, without seeking the approval of the Board or management. The Committee shall be solely responsible for the appointment, termination, compensation and oversight of the work of any such adviser. The Corporation shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of compensation to any of the advisers employed by the Committee and for the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- Review reports and disclosures of affiliated party transactions with the Corporation.
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

- Review and reassess the adequacy of the Corporation's Code of Ethics, together with any policies incorporated into the Code of Ethics, annually and recommend any proposed changes to the Board for approval.
- The Committee shall annually review its own performance.
- Form and delegate authority to subcommittees when appropriate.
- As appropriate, review the functions of the senior officers of the Corporation and make recommendations about those functions.
- Provide general advice to the Board as a whole on corporate governance matters.

Disclosure of Charter

This Charter will be made available on the Corporation's website.