

KADANT INC.

Nominating and Corporate Governance Committee

Charter

Statement of Purpose

The purpose of the Nominating and Corporate Governance Committee is to provide leadership in shaping the Company's corporate governance by:

- identifying individuals qualified to become members of the Board of Directors;
- recommending to the Board of Directors the persons to be nominated by the Board of Directors for election as directors at any annual or special meeting of stockholders;
- developing and recommending to the Board of Directors a set of corporate governance principles applicable to the Company; and
- overseeing the evaluation of the Board of Directors and management.

Membership, Structure and Procedures

1. Number. The Nominating and Corporate Governance Committee shall consist of such number of directors as the Board of Directors shall from time to time determine.
2. Selection and Qualifications. Members of the Nominating and Corporate Governance Committee, and the Chair of the Committee, shall be appointed by the Board of Directors. In appointing members of the Committee, the Board of Directors shall comply with all laws, regulations and rules applicable with respect to the qualifications of such members, including as to the independence of such members. Each member of the Nominating and Corporate Governance Committee shall be "independent" as determined in accordance with the applicable rules of the stock exchange on which the Company's equity securities are then listed. The Board of Directors may remove members of the Nominating and Corporate Governance Committee from such Committee, with or without cause.
3. Meetings. The Nominating and Corporate Governance Committee shall meet as often as it deems necessary in order to perform its responsibilities. Meetings of the Nominating and Corporate Governance Committee may be called by the Chairman of the Board of Directors, the Chair of the Nominating and Corporate Governance Committee, or by a majority of the members of the Nominating and Corporate Governance Committee. Notice of any meeting of the Nominating and Corporate Governance Committee shall be given in the same manner as meetings of the Board of Directors, as provided in the Company's by-laws. Members of the Nominating and Corporate Governance Committee may participate in meetings of the Committee by means of conference telephone or other communications equipment, in accordance with the Company's by-laws. A majority of the total number of members of the Nominating and Corporate Governance Committee shall constitute a quorum for the transaction of business. The vote of a majority of the

members present shall be necessary for the approval of any action or determination. Any action or determination of the Nominating and Corporate Governance Committee may be taken without a meeting if all members of the Committee consent in writing or by electronic transmission, in accordance with the Company's by-laws. Records of the meetings of the Nominating and Corporate Governance Committee shall be kept by the Company's Secretary, unless another individual shall be designated by the Committee.

4. Subcommittees. The Nominating and Corporate Governance Committee may form and delegate authority to one or more subcommittees comprised of members of the Committee (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.

Authority and Responsibilities

A. Corporate Governance

1. Corporate Governance Guidelines. The Nominating and Corporate Governance Committee shall develop and recommend to the Board of Directors a set of Corporate Governance Guidelines applicable to the Company. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board of Directors for approval.

B. Board of Directors and Committee Membership

1. Selection of Director Nominees. Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Nominating and Corporate Governance Committee shall be responsible for (i) identifying individuals qualified to become members of the Board of Directors and (ii) recommending to the Board of Directors the persons to be nominated by the Board of Directors for election as directors at any annual or special meeting of stockholders and the persons to be elected by the Board of Directors to fill any vacancies on the Board of Directors. In making such recommendations, the Committee will consider director candidates proposed by stockholders in accordance with procedures adopted by the Committee.
2. Criteria for Selecting Directors. The Board of Directors is responsible for approving criteria for selecting directors. The Nominating and Corporate Governance Committee shall use such criteria and the principles set forth in the Company's Corporate Governance Guidelines to guide its director selection process. The Committee shall be responsible for reviewing with the Board of Directors, on an annual basis, the requisite skills and criteria for new members of the Board of Directors as well as the composition of the Board of Directors as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
3. Search Firms. The Nominating and Corporate Governance Committee shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of any search firm engaged by the Committee.

4. Selection of Committee Members. The Nominating and Corporate Governance Committee shall be responsible for recommending to the Board of Directors the directors to be appointed to each committee of the Board of Directors.
5. Evaluation of the Board of Directors. The Nominating and Corporate Governance Committee shall be responsible for overseeing an annual self-evaluation of the Board of Directors to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's performance, to be discussed with the Board of Directors.

C. Other Powers and Responsibilities

1. Reports to the Board of Directors. The Nominating and Corporate Governance Committee shall report regularly to the Board of Directors.
2. Charter. The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
3. Independent Advisors. The Nominating and Corporate Governance Committee shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation of such advisors as established by the Committee.
4. Investigations. The Nominating and Corporate Governance Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
5. Annual Self-Evaluation. At least annually, the Nominating and Corporate Governance Committee shall evaluate its own performance.

As in effect: April 5, 2004