

**SNAP-ON INCORPORATED**  
**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

***Organization***

Each member of the Corporate Governance and Nominating Committee (the "Committee") shall meet the independence requirements of applicable law and regulation, including, without limitation, the requirements imposed by the New York Stock Exchange listing standards and the Sarbanes-Oxley Act of 2002 (the "Act") and the rules and regulations promulgated by the SEC pursuant to the Act. The members of the Committee shall be appointed and replaced by the Board. The Committee may form and delegate authority to subcommittees when appropriate. The Committee shall report regularly to the Board.

***Purpose and Responsibilities***

The purpose and responsibilities of the Committee shall be to:

1. Develop and recommend to the Board a set of corporate governance guidelines, which shall be consistent with any applicable laws, regulations and listing standards.
2. Identify individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend to the Board qualified individuals as director nominees for the next annual meeting of shareholders. In doing so, the Committee shall consider the director qualification standards contained in the corporate governance guidelines. The Committee shall identify candidates without regard to any candidate's race, color, disability, gender, national origin, religion or creed.
3. Review qualifications of incumbent Directors in determining whether to recommend them for re-election.
4. Oversee the evaluation of the Board as a whole.
5. Review, and periodically recommend to the Board, changes to compensation and benefits for the members of the Board, based upon review of pertinent compensation data.
6. Annually review the Company's director and officer liability insurance and indemnification arrangements, and recommend to the Board, as appropriate, changes to these programs.
7. Annually review the Company's shareholder relations and institutional investor programs, including a review, when necessary, of the Company's rights plan, and recommend appropriate actions to the Board with respect to these matters.

8. The Committee shall have the sole authority to retain and terminate (i) any search firm to be used to identify director candidates and (ii) any consulting firm to assist in the evaluation of director compensation and shall have the sole authority to approve the firms' fees and other retention items.
9. Annually evaluate the Committee's own performance.

Amended and restated by the Board of Directors on January 23, 2004, and further amended and restated on April 27, 2006.