

LINCOLN ELECTRIC HOLDINGS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

Primary Purposes of the Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee has been created by the Board of Directors and its primary purposes are to (a) identify individuals qualified to become Board members, (b) recommend that the Board select the Director nominees for the next annual meeting of shareholders, and (c) develop and recommend to the Board a set of corporate governance principles applicable to the Company.

Membership of the Nominating and Corporate Governance Committee

Number, Appointment and Meetings. The Committee will be comprised of a minimum of three Directors. The Chairperson of the Board, in conjunction with the Committee, will recommend to the Board and the Board will appoint Directors to the Committee and will also appoint its Chair, who shall preside at meetings of the Committee. Committee members serve at the pleasure of the Board and for such term or terms as the Board may determine. A meeting of the Committee may be called at any time by either (a) the Chair of the Committee or (b) a majority of the members of the Committee. The Committee shall meet as frequently as necessary to carry out its responsibilities under this Charter, and such meetings may be conducted in person or through electronic communication technology. A majority of the Committee members selected by the Board shall constitute a quorum at any meeting of the Committee, unless a greater number is required by law, the Company's Articles of Incorporation or the Company's Code of Regulations. The Committee may also take any action permitted by this Charter by unanimous written consent.

Qualifications. Each Committee member must meet the independence criteria of the rules of Nasdaq or any stock exchange on which the Company's shares are listed or traded and the Securities Exchange Act of 1934, as such requirements are interpreted by the Board in its business judgment.

Responsibilities of the Nominating and Corporate Governance Committee

- A. In carrying out its nominating functions, the responsibility and authority of the Committee, working in conjunction with the Chairperson of the Board, is to:
 1. Establish criteria and procedures for qualification and selection of candidates for Board membership, including nominations submitted in writing by shareholders to the Secretary in accordance with the Company's Code of Regulations, and including criteria and procedures for determining whether incumbent Directors should be recommended for renomination;
 2. Evaluate and recommend to the Board for selection those candidates to be included in the annual proxy materials for nomination to the Board;

3. Identify and recommend to the Board for selection candidates to fill Board vacancies that arise from time to time;
 4. Assist in attracting qualified members to the Board;
 5. Review Director compensation, benefits and expense reimbursement plans and programs (including for Board committees) and recommend any changes thereto to the Board; and
 6. Establish stock ownership guidelines for Directors.
- B. In carrying out its corporate governance functions, the responsibility and authority of the Committee is to review and recommend to the Board actions on establishing and updating corporate governance policies and principles, including to:
1. Establish guidelines with respect to the size, composition, organization and practices of the Board, including policies with respect to the size of the Board, the desired qualifications, tenure and retirement of Directors and the types, functions and membership of Board committees;
 2. Oversee the evaluation of the Board;
 3. Review periodically the quality, sufficiency and currency of governance-related information furnished by management to the Directors in connection with Board meetings and other activities of the Directors; and
 4. Review external developments in corporate governance matters generally and recommend action to management and the Board where appropriate.
- C. General.
1. The Committee should review and discuss such other matters that relate to nomination of Directors and Board committee members and corporate governance as the Committee may, in its own discretion, deem necessary or advisable in connection with the functions described herein.
 2. The Committee should report its activities regularly to the Board in such manner and at such times as the Committee and the Board deem appropriate, but in no event less than once a year.
 3. The Committee will also take any actions appropriate to exercise any additional authority delegated to the Committee from time to time by the Board.

Resources and Authority

The Committee may, in its sole discretion, retain and terminate independent counsel and other independent advisors, including search firms to assist in identifying Director candidates to assist it in carrying out its responsibilities. The Committee shall

have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any independent advisors retained by the Committee.

The Committee shall perform any duties not addressed in this Charter that are expressly delegated to the Committee by the Board, and the Committee may delegate any of its responsibilities to a subcommittee, unless prohibited by law, the Company's Articles of Incorporation or the Company's Code of Regulations.

Annual Performance Evaluation

The Committee will conduct and review with the Board annually an evaluation of the Committee's performance with respect to the requirements of this Charter, as well as the sufficiency and appropriateness of the requirements of this Charter. The Committee may conduct this performance evaluation in such manner as such Committee, in its business judgment, deems appropriate.

Consistent with the listing requirements of Nasdaq or any stock exchange on which the Company's shares may be listed or traded, this Charter will be included on the Company's website and will be made available upon request to the Company's Secretary.

July 23, 2015