

LINCOLN ELECTRIC HOLDINGS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

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 and assist in attracting individuals qualified to become Board members, (b) recommend to the Board the Director nominees for the next annual meeting of shareholders, as well as individuals to fill vacancies occurring between annual meetings of shareholders, (c) oversee the annual evaluation of the Board, and (d) 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. Committee members may be removed from the Committee by the Board at any time, with or without cause, and vacancies will be filled through appointment by the Board. 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 the NASDAQ Stock Market 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, as well as 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. Actively seek and assist in attracting qualified members to the Board;
 5. Conduct (or cause to be conducted) customary vetting procedures and background checks for individuals that the Committee intends to recommend to the Board as candidates for Board membership;
 6. Review Director compensation, benefits and expense reimbursement plans and programs (including for Board committees) and recommend any changes thereto to the Board in consultation with the independent compensation consultant retained by the Compensation Committee of the Board; and
 7. Establish stock ownership guidelines for Directors.
- B. In carrying out its corporate governance functions, the responsibility and authority of the Committee is to:
1. Establish guidelines (Governance 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, subject to final Board approval;
 2. Annually assess the independence of each member of the Board consistent with the Company's guidelines;
 3. Oversee the annual evaluation of the Board;
 4. Recommend to the Board the schedule of Board meetings;
 5. 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
 6. 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 the Committee, in its business judgment, deems appropriate.

Consistent with the listing requirements of the NASDAQ Stock Market 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.

December 13, 2018