

PARKER-HANNIFIN CORPORATION

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose of the Committee

The purpose of the Committee is to represent and assist the Board of Directors in carrying out oversight of the Company's corporate governance and other related matters.

Composition of the Committee

Number. The Committee will have the number of members as determined by the Board, provided that such number will not be less than three.

Independence. Each Committee member will be a member of the Board in good standing and will be "independent" under the rules of the New York Stock Exchange, the Securities Exchange Act of 1934 and the Company's Independence Standards for Directors.

Appointment. The independent members of the Board will appoint the members and the Chair of the Committee, based on recommendations made by the Committee. Committee members will serve at the pleasure of the Board and for such term or terms as the Board may determine.

Duties and Responsibilities of the Committee

The Committee will:

- 1) **Board Nominees:** Identify, evaluate and recommend to the Board qualified individuals to fill any vacant positions on the Board or to be nominated for election to the Board at a meeting of shareholders. In recommending candidates, the Committee will take into consideration any criteria established in the Company's corporate governance guidelines and such other factors it deems appropriate, which may include judgment, independence, integrity, diversity, skills, background and business and organizational experience. The Committee will adopt policies and procedures regarding the consideration of candidates recommended by the Company's shareholders.
- 2) **Committee Members:** Identify and recommend to the Board qualified Directors to serve on each committee of the Board, after considering any proposals made by the Chair of the Committee and Chairman of the Board (with input, as appropriate, from the other applicable committee chair(s)). In recommending any candidate for committee membership, the Committee will take into consideration any criteria established in the Company's corporate governance guidelines and the charter of the committee and such other factors it deems appropriate, including alignment of the candidate's skills and experience with the needs and goals of the committee and with the skills and experience of the other committee members.

- 3) Committee Responsibilities: Monitor the responsibilities of the committees of the Board and recommend, as and when necessary or appropriate, revisions to such responsibilities or the creation of new committees.
- 4) Board and Committee Evaluations: Establish procedures for evaluating, at least annually, the performance, size, composition, structure and functioning of the Board and its committees, taking into account the Company's corporate governance guidelines and the applicable committee charters.
- 5) Corporate Governance Guidelines and Independence Standards: Develop and recommend to the Board corporate governance guidelines and director independence standards for the Company, review them at least annually, and recommend any proposed changes to the Board for approval.
- 6) Conflicts of Interest: Consider questions of possible conflicts of interest involving Board members or executive officers and make recommendations to prevent, minimize or eliminate such conflicts.
- 7) Shareholder Proposals: Review and evaluate shareholder proposals and the Company's proposed responses thereto.
- 8) Risk Management: Oversee and evaluate risks arising from (a) director independence, qualifications and diversity issues, (b) leadership, composition, function and effectiveness of the Board and its committees, (c) alignment of the interests of the Company's shareholders with the performance of the Board, (d) compliance with applicable corporate governance rules and standards, and (e) other corporate governance issues and trends, and report to and address with the Board any significant risks identified.
- 9) Other Duties or Responsibilities: Perform any other duties or responsibilities expressly set forth in the Company's corporate governance guidelines or otherwise delegated to the Committee by the Board.
- 10) Board Reports: Report its activities at least annually to the Board in such manner and at such times as it and the Board deem appropriate.

Meetings of the Committee

The Committee will meet in person or telephonically at least two times per year, or more frequently as it may determine necessary, to fulfill its responsibilities as set forth herein. The Committee members will meet at least annually in private sessions without management.

The Chair of the Committee will, in consultation with the other members of the Committee and appropriate officers of the Company, be responsible for calling meetings of the Committee, establishing an agenda therefor and supervising the conduct thereof. A majority of the members of the Committee will constitute a quorum for any meeting. In the event of a tie vote on any action

to be taken during a meeting of the Committee, the vote of the Chair will decide the issue. The Committee may also take any action permitted hereunder by unanimous written consent.

The Committee may request any employee or adviser of the Company to attend a meeting of the Committee or meet with any members of, or consultants to, the Committee.

Delegation to Subcommittee

The Committee may, in its discretion, create subcommittees of its members and delegate to them any of its duties and responsibilities.

Resources and Authority of the Committee

The Committee will have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain or obtain the advice of consultants, independent legal counsel, search firms for identifying and recruiting director candidates, and other advisers. The Company will provide appropriate funding, as determined by the Committee, to compensate any such advisers and to fund the Committee's ordinary administrative expenses.

Nothing in this Charter will be construed to require the Committee to implement or act in accordance with any advice or recommendations of its advisers, or affect the ability or obligation of the Committee to exercise its own judgment and discretion in fulfilling its duties hereunder.

Annual Review of Charter

The Committee will conduct and review with the Board annually an evaluation of this Charter and recommend any proposed changes to the Board for approval. The Charter evaluation will be conducted by the Committee in such manner as the Committee, in its business judgment, deems appropriate.

Annual Performance Evaluation

The Committee will conduct and review with the Board annually an evaluation of the Committee's performance under this Charter. The performance evaluation will be conducted by the Committee in such manner as the Committee, in its business judgment, deems appropriate.

Effective: April 20, 2017