

# **SCHWEITZER-MAUDUIT INTERNATIONAL, INC.**

## **NOMINATING & GOVERNANCE COMMITTEE CHARTER**

Amended as of February 21, 2019

### **Purpose**

The Nominating & Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Schweitzer-Mauduit International, Inc. (the “Company”) for the purpose of (i) assisting the Board in establishing criteria for the selection of new directors, (ii) identifying and recommending to the Board individuals qualified to become Board members consistent with criteria approved by the Board and to be selected as nominees for the next Annual Meeting of Stockholders, (iii) assisting the Board in determining the composition of the Board and its committees, (iv) developing and overseeing a process to evaluate Board, committee, and individual director performance and effectiveness, (v) recommending to the Board the Corporate Governance Guidelines applicable to the Company and (vi) carrying out the responsibilities set forth in this Charter and such other duties that the Board may assign.

### **Membership**

1. The Committee shall consist of no fewer than three members each of whom shall be elected by a majority vote of the Board. Committee members may be removed by the Board in its discretion.
2. The members of the Committee shall meet the applicable independence requirements of the New York Stock Exchange. Determinations as to whether a particular director satisfies the requirements for membership on the Committee will be made by the Board.
3. The Chairperson of the Committee shall be designated by the Board, upon recommendation by the Committee.

### **Authority and Responsibilities**

1. The Committee shall, in consultation with the Chair of the Board, develop internal criteria for selection of non-management directors to be approved by the full Board, including procedures for soliciting names of potential candidates and actively seeking individuals qualified to become Board members for recommendation to the Board. The Committee shall select individuals as director nominees who have the highest personal and professional integrity and whose background and skills will enhance the Board’s ability to serve the long-term interests of the Company’s stockholders.

2. To identify, recruit and review the qualifications and independence of potential candidates to fill positions on the Board, including individuals recommended or nominated by the Company's stockholders. To be considered by the Committee, recommendations or nominations from stockholders must be submitted as prescribed in the Company's annual proxy statement or By-Laws, as applicable.
3. The Committee shall have the right to select and retain, at the Company's expense, a search firm to identify director candidates (and potential successors to the Chief Executive Officer), including sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors at the Company's expense.
4. The Committee shall recommend to the Board a slate of candidates to stand for election to the Board at the Annual Meeting of Stockholders, including a recommendation with supporting reasons on whether to oppose or support the candidacy of any nominee properly submitted by stockholders.
5. The Committee shall recommend nominees to be appointed to fill vacancies on the Board as needed.
6. The Committee shall periodically review with the Board the size and composition of the Board as a whole and shall recommend as needed measures to be taken so that the Board reflects the appropriate balance of knowledge, diversity of experience and perspective, skills, expertise and independence.
7. The Committee shall periodically review the retirement age limit applicable to Board members set forth in the By-Laws of the Company and recommend any proposed changes to the Board for approval.
8. The Committee shall review and recommend committee slates annually, including the Chairpersons of each committee, and shall recommend additional committee members to fill vacancies as needed.
9. The Committee shall monitor the functioning of the standing committees of the Board and make recommendations to the Board for any changes as needed, including the addition or elimination of committees subject to applicable laws and listing standards of the New York Stock Exchange.
10. The Committee shall develop, recommend to the Board, and oversee the framework for an annual self-evaluation process of the performance and effectiveness of the Board and its standing committees. Individual directors shall be peer evaluated as part of the nomination process conducted by the Committee. Each new director shall be evaluated on his/her first anniversary and thereafter as part of the nomination process.

Should a director's performance be judged unsatisfactory over a reasonable period of time, the Committee shall work with the Chair of the Board to remedy the situation.

11. The Committee shall oversee and report to the Board on the succession planning process with respect to the Company's Chief Executive Officer, including a periodic review of The Transition Plan in the Event of Unexpected Departure or Permanent or Temporary Incapacity of the Chief Executive Officer. The full Board is responsible for selecting the individual(s) to serve as the Chair of the Board and the Chief Executive Officer.
12. The Committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the Company annually and recommend any proposed changes to the Board for approval. As part of this review the Committee will review applicable standards of independence, including the NYSE standards for independence and any requirements imposed by the United States Securities and Exchange Commission or the Internal Revenue Service.
13. The Committee shall consider other corporate governance policies or issues affecting the Company that may arise from time to time, and recommend any proposed changes to the Board for approval.
14. The Committee shall review and approve a disclosure of the director selection process and criteria in compliance with applicable laws, rules and regulations for inclusion in the Company's annual proxy statement.
15. The Committee shall review and approve a disclosure of the Company's Board leadership structure and the reasons why the Company maintains such structure for inclusion in the Company's annual proxy statement.
16. The Committee may form and delegate authority to subcommittees when appropriate.
17. The Committee shall make regular reports to the Board.
18. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
19. The Committee shall evaluate its performance annually.

### **Meetings**

The Committee shall meet at such times as it determines to be necessary or appropriate, but not less than once each year. The Committee meetings shall be held and conducted in accordance with the By-Laws of the Company. Written minutes of each meeting shall be duly filed in the Company records.