

**FRANKLIN ELECTRIC CO., INC.**  
**CORPORATE GOVERNANCE COMMITTEE CHARTER**

Effective: February 25, 2016

(supersedes the version adopted on February 22, 2013)

**A. Purpose**

The purpose of the Corporate Governance Committee (the “Committee”) is to (a) identify and recommend to the Board of Directors (the “Board”) of Franklin Electric Co., Inc. (the “Company”) candidates for nomination or appointment as directors, (b) review the Board’s committee structure and recommend appointments to committees, (c) develop and recommend to the Board, Corporate Governance Guidelines applicable to the Company, (d) discharge the duties and responsibilities of the Board relating to the compensation of the non-employee directors of the Company, and (e) lead the Board in its annual review of the Board’s performance.

**B. Duties and Responsibilities**

**1. Corporate Governance**

- a. Review from time to time the size of the Board, within the range provided for in the Company’s By-Laws, and recommend to the Board any changes to such size that the Committee deems appropriate, taking into account the considerations stated in the Company’s Corporate Governance Guidelines, as from time to time in effect.
- b. Identify persons that the Committee believes are qualified to be directors of the Company, and consider and evaluate other candidates for director brought to the attention of the Committee, including persons nominated by shareholders in accordance with the nomination procedures in the Company’s By-laws or persons otherwise recommended by shareholders, in each case taking into account the factors specified for consideration in the Company’s Corporate Governance Guidelines, as from time to time in effect.
- c. Recommend to the Board (a) the nominees for election as directors at each annual meeting of shareholders or at any special meeting of shareholders at which directors are to be elected and (b) the persons to be appointed by the Board to fill any vacancy on the Board (including any vacancy resulting from an increase in the size of the Board).
- d. Review, at least annually, the committee structure of the Board and the membership of the Board committees (including the Committee), and recommend to the Board nominees for appointment to each of the committees (including the Committee), taking into account the qualifications for membership, if any, specified in the applicable committee charter and the factors specified for consideration in making such appointments in the Company’s Corporate Governance Guidelines, as from time to time in effect.
- e. Review periodically the procedures specified in the Company’s By-laws for shareholder nominations of directors and recommend to the Board for approval any changes that the Committee deems necessary or appropriate.

- f. Oversee the procedures adopted by the independent directors relating to shareholder communications with the Board, Board committees and individual directors and recommend to the independent directors for approval any changes that the Committee deem necessary or appropriate.
- g. Establish procedures for the Committee to exercise oversight of the annual evaluation of the Board.
- h. Review the independence of each director and make recommendations to the Board regarding its independence determinations required under the Sarbanes-Oxley Act of 2002 and the applicable corporate governance rules of the Nasdaq Stock Market (“Nasdaq”).
- i. Review and reassess, at least annually, the adequacy of the Company’s Corporate Governance Guidelines and recommend to the Board any changes that the Committee deems necessary or appropriate.
- j. Review any proposals submitted by shareholders for inclusion in the Company’s proxy statement and recommend to the Board any action to be taken in response to such proposals.
- k. Review any proposed changes to the Company’s Articles of Incorporation and By-Laws and recommend to the Board any changes that the Committee deems necessary or appropriate.

2. **Director Compensation**

- a. Review and recommend to the Board the adoption of, or changes to, the Company’s compensation policies, plans and programs for its non-employee directors.
- b. Review and approve the director compensation disclosures in the Company’s annual proxy statement.
- c. Monitor the stock ownership of the directors under the Company’s stock ownership guidelines.

3. **Other Duties**

- a. Review and reassess the adequacy of this Charter on an annual basis and submit any recommended changes to the Board for approval.
- b. Conduct and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the upcoming year.
- c. Make regular reports to the Board.
- d. Discharge any other duty or responsibility assigned to it by the Board.

C. **Committee Membership**

The Committee shall consist of at least three directors, all of whom shall be “independent directors” under the Company’s Corporate Governance Guidelines and the NASDAQ rules. All Committee members shall have, in the judgment of the Board, the experience, expertise and judgment necessary to advise the Board on corporate governance and non-employee director compensation matters.

The Board shall appoint the Committee members and the Chairman of the Committee annually based on the recommendations of the Committee. The Board may fill vacancies on the Committee and may remove a member from Committee membership at any time with or without cause.

**D. Committee Structure and Operations**

**1. Meetings**

The Committee shall meet as frequently as necessary, with a minimum of three times a year. Additional meetings may be held, or actions may be taken by unanimous written consent, as deemed necessary or appropriate by the Committee Chairman or by any other member of the Committee. Minutes of each meeting shall be prepared by the Secretary or any Assistant Secretary of the Company or such other person designated by the Committee Chairman as Acting Secretary of the Committee, and when approved, shall be distributed to all Board members.

The Committee may meet with the CEO, other members of management, consultants or advisors as it may deem necessary or appropriate.

**2. Resources**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities. In particular, the Committee shall have (a) direct and unrestricted access to the Company’s management and non-management personnel and all corporate records, (b) the authority to retain and terminate any search firm to be used to identify director candidates, including authority to approve the search firm’s fees and other retention terms, and (c) the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

**3. Delegation of Authority**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.