

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

This charter establishes the responsibilities of the Nominating and Governance Committee ("Committee") of the Board of Directors ("Board") of The Valspar Corporation (the "Corporation"). The Committee shall review and reassess the charter at least annually and obtain the approval of the Board of Directors.

Composition

The Committee shall be comprised of the directors who are "independent" as defined in Section IV of the Principles of Corporate Governance. The members and Chair of the Committee shall be appointed by the Board of Directors and shall continue to act until their successors are elected, but shall be subject to removal at any time by a majority of the Board. Any resulting vacancy may be filled by the Board.

Statement of Policy, Meetings and Reporting

The Committee shall provide assistance to the Board of Directors in fulfilling its responsibility to the shareholders, potential shareholders, the investment community, and others relating to the proper governance of the Corporation. The Committee shall meet at such times as determined by the Chair of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may delegate one or more of its functions to subcommittees established from time to time by the Committee, but the Committee remains responsible for any function delegated to a subcommittee. The Committee shall, through its Chair, provide reports of the Committee's meetings and actions to the Board.

Duties and Responsibilities

The Committee's primary responsibility is to provide a forum for all independent directors to address issues of corporate governance. The Committee believes its policies and procedures should remain flexible, in order to best respond to changing conditions and to ensure the Board and shareholders that the corporate governance practices of the Corporation represent "best practices."

In carrying out this purpose, the Committee will:

- Adopt, monitor and recommend to the Board any modifications of the Principles of Corporate Governance which may be necessary from time to time.
- Recommend to the Board the selection and replacement, if necessary, of the CEO and annually evaluate the performance of the CEO.

- Oversee evaluations of the Board and management.
- Begin or conclude each Committee meeting with an executive session without management present.
- Establish criteria for selection of new directors and nominees for vacancies on the Board.
- Consistent with criteria established by the Board, identify and assist with the recruitment of qualified candidates for Board membership and for the positions of CEO, Chairman and Chair of the Committee.
- Make recommendations to the Board with respect to (i) the election of the CEO, Chairman and Committee Chairs, (ii) the assignment of individual directors to serve on designated committees and (iii) the selection of director nominees for election by the shareholders.
- Periodically review management succession planning to address leadership continuity.
- Accept or decline any tendered resignation of a director for reason of change of employment.
- Review any director conflict of interest issues and determine how to handle such issues.
- Evaluate the performance of any director whose term is expiring and whether such director should be invited to stand for reelection on the basis of the attached Expectations for Individual Director Performance.
- Establish any special committee that may be necessary to properly govern ethical, legal or other matters, which might arise.
- Review and approve an annual Board meeting calendar recommended by the Chair of the Committee and the Chairman of the Board.
- Be informed regarding the Compensation Committee's actions in approving Board and executive compensation and the underlying philosophy for it.
- Perform an evaluation of the Committee's performance at least annually to determine whether it is functioning effectively.

In carrying out its duties, the Committee will consult with and solicit the views of the CEO.

The Committee shall have direct access to independent professional resources necessary to perform its functions including the sole authority to retain and compensate professionals to assist with director recruitment and other functions of the Committee.