

HILLENBRAND, INC.
(THE “COMPANY”)

**NOMINATING/CORPORATE GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS**

CHARTER

(As approved by the Board of Directors on December 4, 2013)

I. Philosophy

The Nominating/Corporate Governance Committee (the “Committee”) has, as its central guiding principle, to act in the best long-term interests of the shareholders of the Company in all that it does.

II. Purpose

The primary function of the Committee is to assist the Board of Directors of the Company (the “Board”) in: (a) fulfilling its responsibility for assuring that the Company is operated in accordance with prudent and practical corporate governance standards, (b) ensuring that the Board consists of an appropriate number of independent directors, sufficient to satisfy the seventy percent threshold established by the Company’s Corporate Governance Standards and the majority threshold established by New York Stock Exchange standards and applicable regulations, and (c) identifying qualified individuals to serve on the Board of Directors of the Company and recommending to the Board of Directors such candidates for election to the Board. The Committee shall also assist the Audit Committee with oversight of the Company’s non-financial ethical, legal and regulatory compliance.

III. Composition

The Committee shall be composed of all members of the Board who meet the independence criteria set forth in the Company’s Corporate Governance Standards for the Board of Directors. The members of the Committee shall be elected annually by the Board, based on a recommendation by the Committee to serve until the next annual meeting of the Board or until their successors shall be duly elected and qualified. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the Committee membership. Notwithstanding the first sentence of this paragraph, the Board may add or remove a member to or from the Committee with or without cause at any time.

IV. Meetings and Operations

The Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Committee will be assisted by the Company’s Vice President, General Counsel with respect to its nominating function and governance matters. The

Company's Secretary or any Assistant Secretary will serve as executive secretary of the Committee.

A majority of the Committee members will constitute a quorum for the transaction of business at any meeting of the Committee. Action of the majority at any such meeting will be the action of the Committee. The Committee shall conduct its operations in accordance with the procedures set forth in Article 4 of the Company's Code of By-laws applicable to the operations of the Board, except to the extent that such procedures are modified or superseded by the terms of this Charter. The Committee shall have the authority to adopt such additional procedures for the conduct of its business as are not inconsistent with those referred to in the preceding sentence. The Committee shall have no authority to delegate its responsibilities to any subcommittee.

V. Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

1. Report regularly to the Board of Directors.
2. Review from time to time and, if appropriate, recommend to the Board changes to the Corporate Governance Standards for the Board of Directors of the Company and its committees, including committee charters.
3. Review from time to time and, if appropriate, make changes to, the statement setting forth the responsibilities of directors and the qualifications for new nominees for election to the Board.
4. Review from time to time and, if appropriate, make changes to, the statements setting forth the responsibilities of and the qualifications for the Chairperson of the Board and the Vice Chairperson of the Board.
5. Oversee an annual evaluation and assessment of the effectiveness of the whole Board as well as its various committees, and, at such intervals as the Committee deems appropriate, assess the effectiveness of the individual directors. Evaluations and assessments will include a review of the mix of skills, core competencies, and qualifications (including independence under applicable standards) of members of the Board, which should reflect expertise in one or more of the following areas: accounting and finance; death care, process equipment or other industries in which the Company is involved; manufacturing; lean business; international operations; mergers and acquisitions; public company governance; executive compensation design; risk management and oversight; and strategic planning. In order to make these assessments, the Committee shall solicit annually the opinions of each director regarding the foregoing matters. Ineffective directors shall be replaced as promptly as practicable and inefficient committees of the Board shall be restructured or eliminated promptly.
6. Identify individuals qualified to become Board members, consistent with criteria approved by the Board, and if deemed necessary, have sole authority to select, retain, and, if deemed necessary, discharge an executive search firm to identify qualified

candidates to serve as members of the Board, considering effectiveness, responsiveness and other relevant factors, and approve the fees and other compensation to be paid to the executive search firm.

7. Recommend to the Board of Directors the candidates for all directorships to be filled by the Board of Directors or by the shareholders at an annual or special meeting.
8. When deemed necessary or appropriate, make recommendations to the Board regarding the appointment or replacement of the Chairperson of the Board and the Vice Chairperson of the Board. Assess no fewer than every three years the adequacy and suitability of the compensation package for members of the Company's Board of Directors in relation to competitive market and sound corporate governance practices. At the request of the Committee, the Chief Executive Officer or other members of the senior management team or other persons appointed by the Committee shall report to the Committee relevant information regarding the adequacy and suitability of the Company's Board compensation package in relation to other comparable U.S. companies. Changes in Board compensation, if any, should be suggested by the Committee and approved only after a full discussion among and approved by the members of the Board.
9. Recommend to the Board annually, based on a consideration of all relevant facts and circumstances, whether each director is independent (as that term is defined in the Corporate Governance Standards for the Board of Directors).
10. Make recommendations with respect to composition of Board committees and develop standards for the qualifications of committee members, the appointment and removal of committee members, the structure of committees, and the process by which committees report to the Board.
11. Assess the adequacy of, and make recommendations to the Board regarding, directors' and officers' insurance coverage.
12. Establish director retirement policies, if any.
13. Review and make recommendations to the Board regarding any shareholder proposals.
14. Perform such additional functions and have such additional powers as may from time to time be expressly delegated to the Committee by the Board.
15. Determine requirements for, and means of, director orientation and training.
16. Review this Charter and assess the performance of the members of the Committee at least annually and recommend updates and changes to the Board as conditions warrant.
17. Review in advance and take action with respect to any related party transactions between the Company or any of its subsidiaries and any director or executive officer of the Company.
18. With respect to ethical, legal and regulatory compliance

- a. Review and assess periodically the Company’s Code of Ethical Business Conduct (“Code”), recommend changes in the Code as conditions warrant and confirm that management has established a system to monitor compliance with the Code by officers and relevant employees of the Company.
- b. The Committee shall, with the Audit Committee:
 - i. Promote an organizational culture that encourages commitment to compliance with the law and uses good faith efforts to assure that corporate information and reporting systems exist that are adequate to assure that appropriate information as to compliance matters come to its attention in a timely manner as a matter of ordinary operations; and
 - ii. Assist the Board in its oversight of legal and regulatory compliance. The Audit Committee shall have sole oversight over matters of financial compliance (accounting, auditing, financial reporting, and investor disclosures). As to all other areas of compliance (“non-financial compliance”), the Committee shall have oversight responsibilities in the first instance; however, the two committees shall meet jointly at least annually to review, or establish another appropriate mechanism approved by both committees to facilitate annual reporting to the Audit Committee by the Committee regarding, the major non-financial compliance matters, including: overall state of compliance, significant legal or regulatory compliance exposure and material reports or inquiries from regulators; provided that if each member of the Audit Committee also serves as a member of the Committee, no such joint meeting or other reporting mechanism shall be required.