

O.I. CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE

The purpose of the Committee is to assist the board of directors in fulfilling its responsibilities for:

- identifying qualified individuals to become members of the board of directors;
- determining the composition of the board of directors and its committees;
- monitoring effectiveness of the board of directors and its committees; and
- developing, monitoring and evaluating sound corporate governance policies and procedures.

AUTHORITY

The Committee has authority to conduct or authorize investigations into any matters within its scope of responsibilities. It is also empowered to:

1. Engage such outside legal, accounting, search firm or other advisors to provide such advice and assistance as the Committee deems necessary to carry out its duties, with the Company to provide funding, as determined by the Committee, for such outside legal, accounting, search firm and other advisors and for any administration expenses of the Committee.
2. Seek any information it requires from employees (all of whom are directed to cooperate with the Committee's requests) or other parties.
3. Meet with the Company's officers, independent audit firm, general counsel and outside counsel, as necessary to fulfill its responsibilities.
4. Review with management the policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the internal auditor or independent auditor.

COMPOSITION

The Committee shall be comprised of three or more directors elected by the board of directors, each of whom (except as otherwise permitted) shall:

- be free from any relationship that, in the opinion of the board of directors, would interfere with the exercise of his or her independent judgment as a member of the Committee; and
- meet the independence requirements set forth in the Nasdaq Global Market listing standards in effect from time to time (the "Nasdaq Standards").

A Chair of the Committee shall be appointed by the board of directors.

MEETINGS

The Committee shall meet at least once during each fiscal year, and more frequently as the Committee in its discretion deems desirable or advisable. All Committee members are expected to attend each meeting, in person or via teleconference or videoconference. The Committee may invite members of management, auditors and others to attend meetings and provide pertinent information, as deemed necessary and

appropriate. Meeting agendas will be prepared and provided in advance to Committee members, along with appropriate briefing materials. Minutes will be kept of each meeting of the Committee and will be provided to each member of the board of directors.

RESPONSIBILITIES

Although the Committee may wish to consider other duties from time to time, the general recurring activities of the Committee in carrying out its oversight role are described below. The Committee shall be responsible for:

Nominating Matters

1. Reviewing the structure of the board of directors, its committee structure, overall size, and the number of independent directors.
2. Actively seeking individuals qualified to become members of the board of directors, including evaluating persons suggested by shareowners or others, and conducting appropriate inquiries into the backgrounds and qualifications of possible nominees.
3. Selecting candidates as nominees for election as directors and recommending those candidates to the board of directors. The Committee will select those nominees whose attributes it believes would be most beneficial to the Company. This assessment will include such issues as experience, integrity, competence, diversity, skills, and dedication in the context of the needs of the board of directors.
4. Recommending to the board of directors the directors to serve as members of each committee after taking into account the desires, experiences and expertise of individual directors. The Committee will review and recommend committee slates annually and shall recommend additional committee members and the removal or resignation of committee members, as needed.
5. Developing and recommending to the board of directors an annual self-evaluation process for the board of directors and its committees. The Committee will oversee the annual self-evaluations. The Committee shall evaluate the performance of each director before recommending to the board of directors his or her nomination for an additional term as director.
6. Advising and making recommendations to the board of directors on corporate governance and all matters pertaining to the role of the board of directors and the practices and the performance of its members, including the development of a set of corporate governance principles applicable to the Company. The Committee shall periodically review and assess the adequacy of the Company's corporate governance principles and recommend any changes to the board of directors.

Corporate Governance Matters

1. The Committee shall review the institutional and other affiliations of members of the board of directors and nominees for any potential conflict of interest problems and shall make recommendations to the full board of directors with respect to the determination of director independence.

2. Reviewing and making recommendations to the board of directors concerning compensation arrangements for non-employee members of the board of directors.
3. Reviewing the effectiveness of the Company's system for monitoring compliance with laws and regulations and the results of management's investigation and following-up (including disciplinary action) on any instances of noncompliance.
4. Considering and recommending to the board of directors for approval a code of ethical business conduct.
5. Reviewing management's monitoring compliance with the Company's code of ethical business conduct and ensuring that management has the proper review system in place to ensure that the Company's financial statements, reports and other financial information disseminated to governmental organizations and the public satisfy legal requirements.
6. Periodically review the Company's code of ethical business conduct and recommend any proposed changes to the board of directors for approval.
7. Receive, retain and determine treatment of material violation of a federal or state securities law, a material breach of fiduciary duty arising under federal or state law, or a similar material violation of any federal or state law that is reported to the Committee by an attorney because the attorney reasonably believes that it would be futile to report such material violation to the general counsel or chief executive officer or the attorney reasonably believes that the response of the general counsel or chief executive officer to his report of such material violation was not appropriate or not timely.

Reporting Responsibilities

1. Report to the full board of directors following meetings of the Committee, and as otherwise requested by the board of directors, regarding the Committee's actions and recommendations, if any.
2. Review any other reports the Company issues related to Committee responsibilities.

Other Responsibilities

1. Institute and oversee special investigations, as deemed necessary.
2. Review and assess the adequacy of this Committee charter annually, request full board of director approval for proposed changes, and ensure appropriate disclosure as may be required by applicable law or regulation.
3. Confirm annually that all responsibilities outlined in this charter have been carried out.
4. Evaluate the Committee's performance annually; the individual members will perform self-evaluations annually.
5. Perform any other activities consistent with this charter, the Company's bylaws and governing law as the Committee or the board of directors deems necessary or appropriate.