



## **Nominating and Corporate Governance Committee Charter**

This Nominating and Corporate Governance Committee Charter was adopted by the Board of Directors (the "Board") of Altra Industrial Motion Corp. (the "Company") on November 27, 2006, to be effective upon the initial public offering of the Company's common stock.

### **PURPOSES**

The Nominating and Corporate Governance Committee (the "Committee") shall assist the Board in: (i) identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board candidates for nomination for election at the annual meeting of shareholders or to fill Board vacancies; (ii) overseeing the Company's policies and procedures for the receipt of shareholder suggestions regarding Board composition and recommendations of candidates for nomination by the Board; (iii) developing, recommending to the Board and overseeing implementation of the Company's Corporate Governance Principles and Guidelines; and (iv) reviewing on a regular basis the overall corporate governance of the Company and recommending improvements when necessary.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, director search and recruitment consultants or other advisors to assist it in carrying out its activities. The Company shall provide adequate resources to support the Committee's activities, including compensation of the Committee's counsel, consultants and other advisors. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel, director search and recruitment consultants, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee.

### **COMMITTEE MEMBERSHIP**

The Committee shall consist of two or more members of the Board, each of whom the Board has selected and determined to be "independent" in accordance with applicable rules of the NASDAQ Global Market. Notwithstanding the prior sentence, following the Company's initial public offering the Committee may be comprised of one or more member who may not be "independent" pursuant to and in compliance with the phase-in provisions of Rule 4350(a)(5) of the NASDAQ Marketplace Rules.

The Chairman of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by action of the Committee. In the absence of the Chairman at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

## COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least two times per year, or more frequently as circumstances dictate.

## KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee's activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time.

The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee. To fulfill its purposes, the Committee shall:

- Recommend to the Board for approval, oversee the implementation and effectiveness of, recommend modifications as appropriate to, and review Company disclosures concerning the Company's policies and procedures for identifying and reviewing Board nominee candidates, including: (i) the qualifications or criteria for Board nomination to shareholders for election as a director; (ii) the qualifications or criteria for appointment to committees of the Board; and (iii) policies and procedures relating to consideration of Board nominee candidates recommended by shareholders;
- Identify, screen and review individuals qualified to serve as directors, consistent with qualifications or criteria approved by the Board (including evaluation of incumbent directors for potential re-nomination); and recommend to the Board candidates for: (i) nomination for election or re-election by the shareholders; and (ii) any Board vacancies that are to be filled by the Board (subject to any rights regarding the selection of directors by holders of preferred shares and any other contractual or other commitments of the Company);
- Review annually with the Board the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity and other desired qualities;
- Review periodically the size of the Board and its committees and recommend to the Board any appropriate changes;
- Coordinate and oversee the annual self-evaluation of the role and performance of the Board, its committees, individual directors and management in the governance of the Company;
- Develop and recommend to the Board, oversee the implementation and effectiveness of, and recommend modifications as appropriate to, a set of corporate governance principles and guidelines;

- Review and address conflicts of interest of Directors and executive officers, and the manner in which any such conflicts are to be monitored;
- Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
- Review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate;
- Report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests; and
- Maintain minutes or other records of Committee meetings and activities.