

ALBANY INTERNATIONAL CORP.

GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

Charter

Purpose of the Committee

The Governance Committee (“Committee”) is appointed by the Board of Directors to provide leadership to the Board in the development and maintenance of an effective corporate governance structure and process.

This Charter shall not be deemed to increase or add to the fiduciary and other legal duties and obligations of the Board of Directors or the Governance Committee and is intended only to clarify which existing duties and obligations will be addressed by the Committee.

Composition; Delegation

The Board of Directors shall, from time to time, appoint the membership of the Committee, who shall serve at the pleasure of the Board. In appointing the members of the Committee, the Board of Directors shall comply with all laws, regulations and rules applicable with respect to the number and qualifications of such members, as such laws, regulations and rules may from time to time be modified or supplemented. The Board shall consider the benefit to Committee performance from the experience of incumbents, while also taking into account the potential contributions of new members.

The members of the Committee shall choose a Chair and Secretary, who shall serve at the pleasure of the Committee.

To the extent permitted by applicable law, regulations and rules, the Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

Meetings

The Committee shall meet at least two (2) times each year. Meetings of the Committee may be called by the Chairman of the Board of Directors, the Chairman of the Committee or a majority of the members of the Committee. A majority of the total number of members of the Committee shall constitute a quorum for the transaction of business. The vote of a majority of the members present shall be necessary for any action or determination. The Committee will meet in executive session without management present at each meeting unless the Committee Chair deems otherwise.

Responsibilities

1. Develop and recommend to the Board guidelines for corporate governance, including, among other things, provisions with respect to the qualifications and responsibilities of directors, the structure and responsibilities of key Board committees and access of directors to management and independent advisors.
2. Annually review the corporate governance guidelines and recommend to the Board any changes considered by the Committee to be desirable.
3. Conduct, at least annually, an evaluation of the effectiveness of the Board and each of the Board committees and recommend to the Board any changes considered by the Committee to be desirable.
4. Organize and lead, at least annually, a self-evaluation by the directors to determine whether the Board and its committees are functioning effectively.
5. Discuss with the Board, at least annually, the qualifications and skills that should be represented in the Board and its committees taking into account the nature of the business and the objectives of the Company.
6. Review, at least annually, the performance of the members of the Board and recommend to the Board the directors to be nominated for reelection by the stockholders.
7. Review, at least annually, the performance of the members of the Board committees and recommend to the Board which directors should be appointed to such committees.
8. Establish procedures by which potential new directors can be identified, including procedures for the receipt of suggestions from stockholders or other persons outside the Committee. Establish criteria for the evaluation of such potential new directors, taking into consideration such factors as diversity of qualifications, skills, experiences and background, and, for non-management directors, independence. Recommend to the Board, for election by the stockholders, persons considered by the Committee to be desirable additions to the Board. The Committee shall have the power to retain, and terminate, search firms or other advisors for the purpose of identifying director candidates, and shall also have the power to approve the fees and compensation for such firms and advisors. The Company will provide such funding as is necessary for the payment of such fees and compensation.

9. Review and discuss with management the Company's Sustainability strategy, initiatives, practices, policies and performance.
10. Review and monitor the operational, regulatory, and reputational risks and impacts of Sustainability on the Company and provide oversight with respect to the Company's management of such risks and impacts.
11. Review and discuss reports from management regarding the Company's progress toward its key Sustainability objectives.
12. Ensure that the non-management directors (as defined in the rules of the New York Stock Exchange) meet at regularly scheduled executive sessions, without management.
13. Conduct, at least annually, an evaluation of the performance of the Committee.
14. Annually review and assess the adequacy of the Charter of the Committee, and ensure that the other committees of the Board of Directors do the same, and submit any proposed changes to the Board of Directors for consideration.
15. Ensure that the Board annually reviews and evaluates, and discusses with the Chief Executive Officer, his/her performance.
16. Consider, discuss with the Chief Executive Officer, and make recommendations to the Board of Directors with respect to the appointment of members of senior management, including the Chief Executive Officer.
17. Ensure that the Board annually reviews, and discusses with the Chief Executive Officer, management's succession plans.
18. Ensure that the Board annually reviews, and discusses with management, management's evaluation of senior managers and managers with potential to become senior managers.
19. Organize opportunities for director education, including in the context of onboarding new directors, for the purposes of developing or honing skills necessary for the evolving needs of board service.
20. Obtain such advice and assistance from outside legal, accounting or other advisors as the Committee may from time to time deem appropriate and determine the fees and compensation of any such advisors.
21. Carry out such other duties as may be delegated to the Committee by the Board of Directors.

Funding

The Company shall provide such funding as is necessary for the payment of fees and compensation to any advisors or consultants employed by the Committee in carrying out its responsibilities.