Kennametal Inc.

Nominating/Corporate Governance Committee Charter

Purpose

The purpose of the Nominating/Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Kennametal Inc. (the "Company") is to:

1. Ensure that the Board is properly constituted to meet its fiduciary responsibilities and obligations to the shareowners of the Company.

2. Identify qualified candidates for membership to the Board, consistent with criteria approved by the Board, and recommend that the Board select its director nominees for the next annual meeting of shareowners or for any vacancies arising from time to time.

3. Recommend to the Board directors for Board committee membership.

4. Have direct responsibility for matters relating to compensation of the directors of the Company.

5. Take a leadership role in shaping the corporate governance of the Company, including developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, in accordance with the requirements of the Securities and Exchange Commission (the "SEC"), the New York Stock Exchange ("NYSE") and other applicable rules or regulations.

Committee Membership

The Committee shall be comprised of no fewer than three (3) directors, each of whom shall meet the independence requirements, as and when required, of the NYSE, the SEC and any other applicable regulatory authority in accordance with the Company's Corporate Governance Guidelines. The members of the Committee shall be appointed by the Board and may be removed at any time with or without cause and replaced by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Chair of the Committee shall be designated by the Board, or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

Meetings

The Committee shall meet or hold telephonic meetings as often as it deems appropriate to discharge its goals and responsibilities, but not less frequently than two (2) times each year. The Committee may request any officer or employee of the Company or the Company's outside counsel or other advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Goals and Responsibilities

The Committee shall have the following goals and responsibilities:

Board Membership Matters

1. Evaluate the existing composition of the Board and assess Board membership needs.

2. Recommend to the Board for approval, and review on an annual basis, criteria, including desired skills and attributes, for selecting new directors, which reflect the values of the Company.

3. Conduct searches for, and identify, qualified candidates for membership to the Board, consistent with criteria approved by the Board.

4. Oversee a process for vetting prospective nominees for election to the Board.

5. Review and recommend to the Board the compensation of the members of the Board, which may include, but is not limited to, retainer fees, committee fees, stock options and stock or stock-based awards, benefits and perquisites, as appropriate.

6. Make recommendations to the Board and the Company's shareowners (to the extent shareowner approval is required by any applicable law, regulation or NYSE rule) for approval of incentive and equity-based compensation plans with respect to non-employee directors.

7. Periodically assess the ability of the Company to recruit and retain highly qualified and capable directors, including the amount and type of compensation afforded to directors of other relevant companies.

8. Evaluate and recommend to the Board nominees for election to the Board (including incumbent directors).

9. Consider director candidates nominated by the shareowners in accordance with the Company's By-laws and applicable law, which may include consideration of the number of shares held by the recommending shareowner and the length of time that such shares have been held.

10. Evaluate the termination of directors from Board membership, for cause or for other appropriate reasons, including whether a director's principal occupation or business associations have changed substantially from the position(s) held when originally invited to join the Board.

Committee Membership Matters

1. Evaluate and recommend to the Board appointments and removals with respect to Board committee membership, including the appointment and removal of committee chairpersons.

Corporate Governance Matters

1. At least annually, review the adequacy of, administer and periodically review compliance with the Company's guidelines and policies related to corporate governance, including the Company's Corporate Governance Guidelines and Code of Conduct; and recommend any changes, as it may deem necessary or appropriate, to the Board with respect thereto.

2. Oversee the process of determining Board size, composition and succession needs based on consideration of relevant factors including, but not limited to: (i) the business activities engaged in by the Company; (ii) the strengths, weaknesses and performance of the Company and its management; (iii) the duties and activities of the Board; and (iv) the experience, subject matter expertise, capabilities, skills and diversity of the individual directors and the Board as a whole.

3. Oversee the evaluation of the Board, including leading an annual assessment of Board and committee performance, to determine whether the Board and its committees are functioning effectively and have the desired skills and attributes, and receiving comments from directors with respect to such assessment.

4. Recommend that the Board make such changes to the Board or committee structure and composition, as may be necessary or appropriate from time to time, including the election of a Chairman or designation of a Lead Director, if circumstances warrant, and the creation or elimination of committees.

5. Recommend that the Board establish such special committees, as may be necessary or appropriate from time to time, to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

6. Oversee an orientation program for new directors and a continuing education program for all directors.

7. Assist the Board with the review, approval and periodic monitoring of related person transactions.

8. Review, determine and monitor stock ownership guidelines for the Company's non-employee directors.

9. Advise the Board generally on corporate governance matters.

10. Oversee and periodically review the Company's environmental, social and governance ("ESG") strategies, initiatives, policies, disclosures and related activities, including those related to climate change, receive updates from Company management responsible for significant ESG activities, and review with the Board relevant ESG matters as part of the Board's overall corporate strategy review.

11. Review with the Board shareowner proposals and proposed responses, and discuss with management the disclosure of the Company's corporate governance practices, director independence and the director nominations process, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

12. Oversee and periodically review the Company's Insider Trading Policy; and recommend any changes, as it may deem necessary or appropriate, to the Board with respect thereto.

Other Functions

The Committee shall have the following other functions:

1. Have the sole authority and discretion to retain and terminate any search firm used to identify prospective director candidates, and have authority and discretion to retain and terminate any compensation consulting firm used to assist in the evaluation of director compensation, in both cases including the authority to approve fee and retention terms.

2. Have the authority to engage and establish the compensation of any legal, accounting or other advisors, at the Company's expense, as it deems necessary or appropriate.

3. Perform an annual performance self-evaluation of the Committee, the results of which shall be submitted to the Board.

4. Report to the Board on a regular basis.

5. Have the authority to delegate any of its goals and responsibilities (or functions) to a subcommittee of the Committee consisting of one or more members, as appropriate; provided, that any such delegation does not result in the violation of any applicable rules or regulations promulgated by the SEC, the NYSE or other governing body.

6. Review and reassess its charter annually and recommend any changes to the Board for approval.

7. Perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.

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