

**GRACO INC.  
MANAGEMENT ORGANIZATION AND COMPENSATION COMMITTEE  
CHARTER**

Adopted February 16, 2018

The Management Organization and Compensation Committee (the “Committee”) shall perform the following functions:

- Develop the Company’s philosophy and structure for executive compensation;
- Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives, and determine the CEO’s compensation based on this evaluation;
- Communicate to the CEO regarding performance on an annual basis;
- Review and approve the compensation of the other executive officers;
- Provide oversight of the evaluation of the other executive officers;
- Review and approve bonus and other incentive-compensation plans for executive officers;
- Review and discuss with management, and recommend to the Board the inclusion of, the Compensation Discussion and Analysis in the Company’s annual proxy statement;
- Oversee inclusion of the Compensation Committee Report in the Company’s annual proxy statement.
- Administer the Company’s stock options and other equity-based compensation plans;
- Review and make recommendations on executive management organization and succession plans;
- Receive periodic reports and provide oversight with regard to the principal areas of responsibility of the Company’s Benefits Finance Committee, including key processes, asset management decisions and investment performance related to the Company’s material employee retirement plans;
- Evaluate its own performance on an annual basis;

- Review and discuss with management its risk assessment of the Company's compensation programs and policies, and provide input thereon to the Audit Committee; and
- Report to the Board periodically on its activities.

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain and terminate, or obtain the advice of, any consultants, counsel or other experts, but only after taking into consideration all factors relevant to the adviser's independence from management, including those specified in the New York Stock Exchange listing standards and Securities and Exchange Commission rules. The Committee shall have direct responsibility for the appointment, compensation and oversight of any adviser retained by the Committee, and shall have sole authority to approve the adviser's fees and other terms and conditions of the adviser's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

The Committee shall consist solely of independent directors (as defined in the listing standards of the New York Stock Exchange), who shall be appointed by the Board of Directors upon recommendation of the Governance Committee. Members of the Committee shall meet the requirements of Section 16 of the Securities Exchange Act of 1934, as amended, and Section 162(m) of the Internal Revenue Code of 1984, as amended. Members shall serve until resignation or removal by the Board of Directors. The Committee shall have a chairperson named by the Board upon recommendation of the Governance Committee. The Committee will typically hold three meetings during each calendar year, but may hold such different number of meetings as the Committee shall deem appropriate.