

NORDSON CORPORATION GOVERNANCE GUIDELINES

The following Governance Guidelines (“Guidelines”), along with the charters of the Committees of the Board of Directors, provide the framework for the governance of Nordson Corporation.

1. Composition

The Board of Directors is classified, with three classes of Directors. The number of Directors may be changed by the shareholders or by a vote of the majority of Directors then in office. Directors are elected for three-year terms and the terms of each of the classes expire in consecutive years. Directors may be added to a class and in such case, will hold office for the remainder of the term in office of that class. In the event of a vacancy in the Board of Directors, the Directors then in office may elect a Director to serve the remainder of the term of a Director whose resignation, removal, or death resulted in the vacancy. A majority of the Directors must meet the NASDAQ Stock Market LLC Rules for director independence. The Chief Executive Officer of the Company who serves as a member of the Board of Directors is expected to retire from the Board of Directors upon his or her leaving the employ of the Company. A former Chief Executive Officer may be eligible to serve as a member of the Board of Directors upon expiration of three years from the date the former Chief Executive Officer leaves the employ of the company.

The Board should represent a broad spectrum of individuals with experience who are able to contribute to the success of the Company. To that end, the Board should seek candidates having (a) deep concern for society and a view of the role of a corporation in society which is consistent with the traditional values of the Company, (b) senior operating experience with industrial corporations, and (c) a broad understanding of and direct experience in international business. Consideration of potential new members should include the issues of independence, diversity, and skills necessary to the perceived needs of the Board at a particular time. The Board of Directors has adopted Director Recruitment and Performance Guidelines embodying and expanding upon the criteria noted above for use in identifying and recruiting directors for the Board of Directors. The Director Recruitment and Performance Guidelines are attached as Attachment A to these Governance Guidelines.

The Governance and Nominating Committee of the Board of Directors will arrange for orientation for new directors and Directors will engage in continuing education programs as deemed necessary by the Committee.

2. Meetings

The Board holds an organizational meeting after each Annual Meeting of Shareholders at which time officers are elected. The Annual Meeting and the Organizational Meeting of the Board are held between February 15 and March 15 of each year. Otherwise, the Board may establish regular meetings at such times and places as it may decide. Board of Directors meetings are generally held five times each year. Dates are determined in advance. A majority of Directors then in office constitutes a quorum for Board of Directors meetings.

The Chairman of the Board and the Chief Executive Officer (if the Chairperson is not the Chief Executive Officer) will establish the agenda for each Board meeting. Each Director is free to suggest the inclusion of item(s) on the agenda.

Information and data that is important to the Board's understanding of the Company's business will be distributed in writing to the Board before each Board of Directors meeting.

3. Meeting Attendance

Directors are expected to attend the Annual Meeting of Shareholders and all Board of Directors meetings and meetings of Committees on which the Director serves. If a Director determines that it is not possible to attend a meeting, the Director is expected to give notice of that fact as early as practicable. If a Director cannot attend a Board meeting due to an inability to be at the site of that meeting but is otherwise able to participate, it may be possible for the Director to participate by telephone if advance arrangements are made. Proxy rules require the Company to identify in the Proxy those Directors who did not attend 75% of the scheduled Directors' meetings and any meetings of Committees on which the Director serves.

4. Committees

The Board may establish an Executive Committee, a Finance Committee, or other committees each consisting of not less than three Directors. Directors are expected to serve on one or more committees and where feasible, to rotate such service among the various committees as members and Chairpersons on a periodic basis.

During the Organizational Meeting of the Directors, the Board of Directors, acting on the recommendation of the Governance and Nominating Committee, will:

- (a) elect a Chairman of the Board;
- (b) elect a Chief Executive Officer;
- (c) elect executive and non-executive officers of the company;
- (d) establish Committees of the Board of Directors; and
- (e) appoint Committee members and Chairpersons.

The Chairman of the Board's responsibilities are described in Attachment B to these Governance Guidelines, *Role of the Chairman of the Board*. In the event that the Chairman of the Board is not an independent director under the NASDAQ Stock Market LLC Rules for director independence, the Committee will recommend to the Board of Directors an independent director to be elected and assume the role of Presiding Director. The Presiding Director responsibilities are described in Attachment C to these Governance Guidelines, *Role of the Presiding Director*.

The Board of Directors presently has established three standing committees:

A. Audit Committee: The Audit Committee reviews the proposed audit program (including both independent and internal audits) for each fiscal year, the results of these audits, and the adequacy of Nordson's systems of internal accounting control. The Committee also is responsible for (i) the appointment, compensation, and oversight of the independent auditors for each fiscal year, (ii) the approval of all permissible non-audit services to be performed by the independent auditors, (iii) the establishment of procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, (iv) the approval of all related-party transactions and (v) oversight and review of financial statements pertaining to the Company's benefit plans, including reserves, statement of funding obligations and underlying assumptions.

All members of the Audit Committee must meet the NASDAQ Stock Market LLC Rules for director independence. Committee members must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. The Audit Committee will have at least one member who meets the definition of "audit committee financial expert" as promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934. The role of the audit committee financial expert will be that of assisting the Audit Committee in overseeing the audit process, not auditing the Company.

No member of the Audit Committee may receive any payment from the Company other than payment for services as a Director or member of a Committee of the Board of Directors or be an affiliated person of the Company or any of its subsidiaries. Audit Committee members will inform the Chairman of the Committee and Chief Executive Officer prior to or upon accepting an audit committee appointment of another board of directors.

B. Compensation Committee: The Compensation Committee of the Board of Directors is responsible for (i) setting executive officer compensation, (ii) administering the incentive and equity participation plans which make up the variable compensation paid to executive officers, (iii) administering equity based compensation plans for key employees, (iv) providing oversight to executive talent development and management succession planning, other than CEO succession, which is a responsibility of the entire board, (v) engage external executive compensation advisors and assess the engagement in the context of Nasdaq's conflict of interest guidelines; and (vi) reviewing and discussing with management the annual report of the Compensation Committee and, based on such review and discussion, recommending to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's proxy statement and Annual Report on Form 10-K. All members of the Compensation Committee must meet the NASDAQ Stock Market LLC Rules for director independence.

C. Governance and Nominating Committee: The purpose of the Governance and Nominating Committee is to ensure that the Board of Directors and its committees are appropriately constituted so that the Board and directors may effectively meet their fiduciary obligations to shareholders and the Company. To accomplish this purpose, the Governance and Nominating Committee shall:

- (a) identify individuals qualified to become Board members and recommend to the Board the director nominees for the next annual meeting of shareholders and candidates to fill vacancies in the Board;
- (b) recommend to the Board a Chairman of the Board and when the Chairman of the Board is not an independent director under the NASDAQ Stock Market LLC Rules for director independence, an independent director to be elected and assume the role of Presiding Director;
- (b) recommend to the Board the establishment of committees of the Board of Directors, chairpersons for those committees and membership qualifications for committee members in compliance with any regulatory requirements. The Committee shall also recommend directors to serve as committee members.
- (c) review annually and, when warranted, adjust Director and Committee member compensation;
- (d) monitor and evaluate annually how effectively the Board and the Company have implemented the policies and principles of these Guidelines;
- (e) request of management an annual review of key governance practices and issues; and
- (f) adopt revisions to the Guidelines where revisions are warranted based upon the annual evaluation and recommend revisions to the Board of Directors for approval.

All members of the Governance and Nominating Committee must meet the NASDAQ Stock Market LLC Rules for director independence.

In addition to these Standing Committees, the Executive Committee acts to make necessary decisions between periodic Directors' meetings. This Committee may exercise all powers of the Board in managing and controlling the business of the Company except declaring dividends, electing officers or filling vacancies among the Directors or in any committee of the Directors. The Executive Committee shall report on all of its activities to the Board at the next Board meeting where its actions are subject to revision or alteration. Directors who do not serve as members of the Executive Committee and who are able to attend meetings of the Executive Committee are welcome to attend and are entitled to vote.

Each Committee of the Board of Directors is authorized to retain its own counsel and other advisors, at Company expense, if and to the extent necessary to carry out its responsibilities.

5. Retirement

Those Directors who were age 75 as of August 19, 2008 are expected to retire from the Board of Directors at the conclusion of their present term. Directors who are ages 72-74 as of August 19, 2008 are expected to retire from the Board of Directors at the conclusion of the Board of Directors meeting immediately prior to a Director's 75th birthday. Commencing with the 2011 Annual Meeting of the Shareholders, a Director is expected to

retire at the conclusion of the Board of Directors meeting immediately prior to a Director's 72nd birthday.

6. *Change in Status*

The Board of Directors has determined that a change in employment status should not affect a Director's status as a member of the Board unless the change in employment status creates a conflict of interest or prevents a Director from performing his or her duties as a Director. A Director whose employment status has changed is to inform the Chairperson of the Governance and Nominating Committee and the Chief Executive Officer of the change in status.

7. *Membership on Other Boards*

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively and avoid actual or potential conflicts of interest that may arise from serving on other boards of directors. To that end, effective December 2006, the Board of Directors has adopted a policy that a Director who is not an executive officer of a public company may serve as a director on up to five other boards of public companies. For Directors who are also serving as an executive officer of a public company, the maximum number of public company boards on which the Director may serve is two in addition to serving as a director on the board of his or her company. Each Director has the responsibility to inform the Chairperson of the Governance and Nominating Committee and the Chief Executive Officer prior to accepting invitations to serve as a director on other boards of directors. Directors who served on public company boards in excess of these limits prior to December 6, 2006 may continue to serve on such boards, but may not serve on any additional public company boards if such service would cause the total to exceed this Guideline.

8. *Executive Sessions of Independent Directors*

The independent Directors of the Board will meet in Executive Session at each meeting of the Board of Directors. The Chairman of the Board will preside at the executive sessions of the Independent Directors. The Presiding Director will preside at the executive sessions of the Independent Directors when the Chairman of the Board is not an independent director under the NASDAQ Stock Market LLC Rules for director independence.

9. *Assessing Board of Directors and Committee Performance*

Under the auspices of the Governance and Nominating Committee, the Board of Directors will conduct the following annual assessments:

- Board of Directors Self-Assessment;
- Committee Self-Assessments (Committee members' self-assessment of the Committee's performance.); and
- Independent Directors' Peer Assessment (assessment by the each independent director of other independent directors using the criteria set forth in the "Director Recruitment and Performance Guidelines" as the benchmark for assessment of performance).

In addition to the Director Recruitment and Performance Guidelines, the annual Board of Directors Self-Assessment process considers, among other criteria, meeting agenda items and presentations, advance distribution of meeting materials, interim communication to Directors, access to and communications with senior management, and the Board's and each Committee's contribution as a whole.

10. Evaluation of the Chief Executive Officer

The Independent Directors, led by the Chairman (or the Presiding Director where the Chairman of the Board is not an independent director under the NASDAQ Stock Market LLC Rules for director independence), will conduct an annual evaluation of the Chief Executive Officer, which evaluation should be communicated to the Chief Executive Officer by the Chairman or Presiding Director, as the case may be.

To facilitate the evaluation, the Chief Executive Officer will prepare a listing of a few of the priorities that need attention during the fiscal year. The evaluation should consider aspects of corporate performance such as progress toward meeting goals and the capacity of the Company to do so in the future. The evaluation should use a combination of objective and subjective criteria.

The evaluation will be considered by the Compensation Committee in the course of its deliberations when establishing the Chief Executive Officer's compensation.

11. Succession Planning/Management Development

At least every other year, the Chief Executive Officer shall report to the Board on succession planning and the Company's program for management development. The entire Board of Directors will be fully engaged in the succession planning process.

There should also be available, on a continuing basis, the Chief Executive Officer's recommendation as to his/her successor should he/she be unexpectedly disabled and be unable to carry on his/her duties as Chief Executive Officer.

12. Board Access to Senior Management and Independent Advisors

Directors have complete access to Nordson's management and will inform the Chief Executive Officer of substantive communications of a non-routine nature with management.

The Board encourages management to bring managers into Board meetings who (a) can provide additional insight into the items being discussed because of personal involvement in these areas and/or (b) represent managers with future potential that management believes should be given exposure to the Board.

The Board, at its discretion, may engage and consult with independent advisors to assist the Board in carrying out its oversight responsibilities.

13. Board Interaction with Institutional Investors

The Board believes that the management speaks for Nordson and it is inappropriate for individual Directors to communicate separately to investors except with the full knowledge and at the request of management. Directors who receive inquiries should direct the investor to the Chief Financial Officer.

14. Director Compensation

The Governance and Nominating Committee is authorized to establish reasonable compensation for Directors. A Director who is a full-time employee of the Company does not receive compensation for his or her services as a Director.

The Chairman of the Board of Directors, if independent under the NASDAQ Stock Market LLC Rules for director independence and non-employee Directors receive an annual retainer. The independent Chairman (or Presiding Director if the Chairman is not independent) and Committee Chairpersons receive an additional annual retainer. Each non-employee Director also receives a grant of restricted Nordson Corporation Common Shares under the Company's equity plan.

Travel expenses incurred in attending all meetings are reimbursed. Air travel is based on round-trip actual airfare from the Director's home to meeting locations. A Director is encouraged to select the class of travel commensurate with the situation, such as first class for long trips. Other expenses, such as hotels, meals, local transportation and similar expenses are also reimbursed. Independent Directors may elect coverage under the Company's (a) health care (medical, dental and prescription drug) plan with coverage being secondary to any health care plan under which a Director is also covered, (b) life insurance plan; and (c) business travel and accident insurance plan.

The Company maintains a Deferred Compensation Plan under which a Director may elect to defer all or a portion of his/her director compensation until retirement. Cash compensation may be deferred as cash or translated into stock equivalent units. Grants of restricted Nordson Corporation Common Shares are deferrable into stock equivalent units upon expiration of restrictions.

Directors are eligible to participate in The Nordson Corporation Foundation Matching Gift Program.

15. Share Ownership

To reinforce the importance of aligning the financial interests of Nordson's Directors, executives and shareholders, Nordson Directors and executive officers are required to hold a minimum number of shares of Nordson Common Stock.

Directors are required to hold shares of Nordson Common Stock with a value equal to five (5) times the amount of the annual cash retainer paid to Directors. The Company's Chief Executive Officer is required to hold Nordson Common Stock having a dollar value at least equal to five (5) times base salary. Nordson's President (if the President is not also the CEO) or Chief Operating Officer is required to hold Nordson Common Stock having a dollar value at least equal to three (3) times base salary, while other Nordson executive

officers are required to hold Nordson Common Stock having a dollar value at least equal to two (2) times base salary.

Directors are required to achieve the share ownership requirement within five years of election to the Board, or, in the case of Directors serving at the time the ownership requirements were adopted, within five years of the date of adoption. Likewise, newly elected or promoted executive officers will have up to five years to meet the applicable ownership requirements after their election or promotion, or in the case of executive officers in office at the time the ownership requirements were adopted, within five years of the date of adoption.

Equity interests that count toward satisfaction of the ownership requirement include:

Directors: Shares owned outright by the Director, or his or her spouse and dependent children; shares held in trust for the benefit of the Director or his or her family; shares of restricted stock; restricted stock units and stock equivalent units held in deferred compensation accounts which may be distributed only in the form of Common Shares; or other individual retirement accounts.

Executive Officers: Shares owned outright by the Executive Officer, or his or her spouse and dependent children; shares held in trust for the benefit of the Executive Officer or his or her family; shares of restricted stock; shares held in deferred compensation accounts; and shares held in the NEST (Nordson ESOP Fund and Nordson Stock Fund) or other individual retirement accounts.

Directors and executive officers who have not satisfied the share ownership requirements by the end of the five-year period or who have not exhibited progress towards the required ownership level prior to the end of such five-year period will be expected to retain 100% of the shares acquired through exercise of stock options, lapse of transfer restrictions on restricted stock or long term incentive share awards received pursuant to the 2004 Nordson Corporation Long Term Performance Plan, net of shares tendered to cover the exercise price of the option or taxes due on the exercise of stock option, the lapse of a restriction period or award of shares until the share ownership required, or progress therewith as applicable, is achieved.

Directors or executive officers who will be unable to achieve the required share ownership after taking any or all of the actions listed above will meet with the Chairman of the Governance and Nominating Committee (for Directors) or Compensation Committee (for executive officers) who will consult with the Chief Executive Officer to develop a plan to permit the Director or executive officer to achieve the required share ownership.

16. Anti-Pledging/Anti-Hedging Policy

Directors and executive officers are prohibited from pledging Nordson Common Shares as collateral. Also prohibited is trading in derivative securities of Nordson's common stock, engaging in short sales of Nordson securities, or purchasing any other financial instruments (including prepaid variable forward contracts, equity swaps, collars and exchange funds) that are designed to hedge or offset any decrease in the market value of Nordson securities.

[rev May 10, 2013]

ATTACHMENT A

DIRECTOR RECRUITMENT AND PERFORMANCE GUIDELINES

The following Director Recruitment and Performance Guidelines, approved by the Governance and Nominating Committee and adopted by the Board of Directors, are for use in identifying and recruiting directors for the Board of Directors and in the annual Independent Director Peer Assessment process:

1. A director should have a record of demonstrated integrity, honesty, fairness, responsibility, good judgment and high ethical standards.
2. The director should have a deep concern for society and a view of the role of a corporation in society which is consistent with the traditional values of the Company.
3. In the case of outside directors, the director should meet the “independence” criteria set forth in the Company’s Standards for Determining Independence of Directors.
4. A director should not be serving as a director of more than five other public companies, provided however, that any director serving on the board of more than five other public companies at the time these Guidelines are adopted shall not be required to resign from any such boards to achieve this Guideline.
5. A director who is employed as an executive officer of another public company should not be serving as a director of more than two other companies including their own.
6. The director should have a high level of expertise in areas of importance to the Company (such as technology, international business, finance, management, etc.) and should have senior operating experience with industrial corporations.
7. A director should have demonstrated the business acumen, experience and ability to use sound judgment and to contribute to the effective oversight of the business and financial affairs of a large, multifaceted, global organization.
8. A director should be committed to understanding the Company and its industry and to spending the time necessary to function effectively as a Director, including regularly attending and participating in meetings of the Board and its committees.
9. A director should neither have, nor appear to have, a conflict of interest that would impair the director’s ability to represent the interests of all the Company’s stockholders and to fulfill the responsibilities of a Director.
10. A director should be able to work well with other Directors and executive management with a view to a long-term relationship with the Company as a Director.
11. A director should have independent opinions and be willing to state them in a constructive manner.

12. A director should be willing to comply with the share ownership guidelines adopted by the Board.
13. Additional factors in evaluating the above skills would be a preference for directors that improve the diversity of the Board in terms of gender, race, religion and/or geography.

The above criteria are not rigid rules that must be satisfied in each case, but are flexible guidelines to assist in evaluating and focusing the search for director candidates and in the annual Director Peer Assessment process.

The nomination of a present director should be based on continuing qualification under these Guidelines and other criteria established by the Board of Directors.

The Governance and Nominating Committee has sole authority to retain and terminate any search firm used to identify director candidates, including sole authority to approve the search firm fees and other retention terms. Board members are encouraged to submit to the Chairman of the Governance and Nominating Committee candidates for appointment or nomination to the Board of Directors.

ATTACHMENT B

ROLE OF THE CHAIRMAN OF THE BOARD

The Chairman of the Board shall preside at all meetings of the Board of Directors and the shareholders, preside at the executive sessions of the independent directors and act as the principal communicator on behalf of the Board of Directors with the Chief Executive Officer.

In this role, the Chairman of the Board will:

- Approve the agenda for each meeting, including content and the proposed time devoted to each topic to be discussed at the board meeting, following consultation with the Chief Executive Officer;
- Convene and chair regular executive sessions of the independent directors. Provide feedback to the Chief Executive Officer after each session, reflecting the input of the independent directors as a whole;
- Provide timely feedback to the Chief Executive Officer as to the quality and quantity of the information provided by management to the board (incorporating whatever suggestions the independent directors may wish to put forward);
- Lead the annual Chief Executive Officer performance evaluation process. This responsibility includes gathering input from all independent directors while in executive session, and individually if necessary, and providing a thorough and timely briefing for the chairperson of the Compensation Committee;
- Once the Compensation Committee has established the Chief Executive Officer's compensation, the Chairman will then meet with the Chief Executive Officer for a formal performance review covering the year just ending. At another time they will mutually agree on the objectives for the coming fiscal year. At all times during this process the Chairman will keep the chairperson of the Compensation Committee informed on the outcome of these discussions;
- Lead the Chief Executive Officer succession planning activity where it is apparent that the Chief Executive Officer will leave or retire in the determinative future; and
- In the unlikely event it becomes necessary to respond to shareholder concerns that are best communicated directly to the independent directors rather than to management, the Chairman will be designated as the spokesperson for such communications. In this role the Chairman will keep the other directors, and management as required, fully informed as to the timing and content of such discussions, if any.

ATTACHMENT C

ROLE OF THE PRESIDING DIRECTOR

Where the Board of Directors has elected a Presiding Director and in addition to other duties as a director, the Presiding Director, in collaboration with other independent directors, is responsible for coordinating the activities of the independent directors, presiding at the executive sessions of the independent directors and acting as the principal communicator on behalf of the Board of Directors with the Chief Executive Officer.

In this role, the Presiding Director will:

- Make recommendations to the Chief Executive Officer regarding the timing and content of the Board meetings as spokesperson for the independent directors;
- Consult with the Chairman of the Board on the agenda for each meeting, including content and the proposed time devoted to each topic;
- In coordination and consultation with the Chairman of the Board, schedule regular executive sessions of the independent directors and chair those sessions. Provide feedback to the Chief Executive Officer after each session, reflecting the input of the independent directors as a whole;
- Provide timely feedback to the Chief Executive Officer as to the quality and quantity of the information provided by management to the Board (incorporating whatever suggestions the independent directors may wish to put forward);
- Lead the annual Chief Executive Officer performance evaluation process. This responsibility includes gathering input from all independent directors while in executive session, and individually if necessary, and providing a thorough and timely briefing for the chairperson of the Compensation Committee;.
- Once the Compensation Committee has established the Chief Executive Officer's compensation for the coming period the Presiding Director will then meet with the Chief Executive Officer for a formal performance review covering the year just ending. At another time they will mutually agree on the objectives for the coming fiscal year. At all times during this process the Presiding Director will keep the chairperson of the Compensation Committee informed on the outcome of these discussions;
- Lead the Chief Executive Officer succession planning activity where it is apparent that the Chief Executive Officer will leave or retire in the determinant future; and
- Finally, in the unlikely event it becomes necessary to respond to shareholder concerns that are best communicated directly to the independent directors rather than to management, the Presiding Director will be designated as the spokesperson for such communications. In this role the Presiding Director will keep the other directors, and management as required, fully informed as to the timing and content of such discussions, if any.