

Cantel Medical Corp.

Corporate Governance Guidelines

1. Director Qualification Standards

A majority of the members of the Board of Directors and all of the members of the Audit Committee, the Compensation and Stock Option Committee and the Nominating and Governance Committee must qualify as independent directors in accordance with the applicable provisions of the Securities Exchange Act of 1934, and the rules promulgated thereunder and the applicable rules of the New York Stock Exchange.

To assist it in making its determination regarding independence, the Board will consider, at a minimum, the following categorical standards:

- No Director who is an employee or a former employee of the Company will be considered “independent” until three years after the employment has ended.
- No Director who receives more than \$100,000 per year in direct compensation from the Company, other than director and committee fees and pension or other form of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service) until three years after he ceases to receive more than \$100,000 per year in such compensation.
- No Director who is, or in the past three years has been, affiliated with or employed by a present or former auditor of the Company or an affiliate will be considered “independent” until three years after the end of either the affiliation or the auditing relationship.
- No Director who is, or in the past three years has been, part of an interlocking directorate in which an executive officer of the Company serves on the compensation committee of another company that currently employs the Director will be considered “independent.”
- Directors with immediate family members in any of the above categories will not be considered “independent” until the expiration of the relevant three-year period; provided, however, that employment of a family member of a Director in a non-officer position will not preclude a determination that the Director is independent.

- No Director who during the prior three years, was an executive officer or an employee, or whose immediate family member was an executive officer, of a company that made payments to, or received payments from the Company for property or services in an amount which, in any single fiscal year, exceeded the greater of \$1 million or 2% of such other company's consolidated gross assets.

The Company's annual Proxy Statement will disclose whether the Directors meet the categorical standards for independence set forth above. If the Board determines that a Director who does not meet the standards set forth above is independent, the Company's annual Proxy Statement will disclose the basis for the Board's determination.

Directors should have the following attributes: personal integrity; loyalty to the Company and concern for its success and welfare. Other important attributes to be considered include experience at strategy/policy setting level; high-level leadership experience in business or administrative activity; breadth of knowledge about issues affecting the Company; an ability to work effectively with others; sufficient time to devote to the Company; and freedom from conflicts of interest.

Directors are expected to advise the Chairman of the Board and the Chairman of the Nominating and Governance Committee promptly upon accepting any other public company directorship or any assignment to the audit committee or compensation committee of the board of directors of any public company of which such Director is a member.

Directors are expected to report changes in their business or professional affiliations or responsibilities, including retirement, to the Chairman of the Board and the Chairman of the Nominating and Governance Committee. A Director should offer to resign if the Nominating and Governance Committee concludes that the Director no longer meets the Company's requirements for service on the Board of Directors.

No Director shall serve as a director, officer or employee of a competitor of the Company.

The Board of Directors reserves the right to determine, from time to time, how to configure the leadership of the Board and the Company in the way that best serves the Company.

The Chief Executive Officer and any other officer of the Company who is a director shall resign from the Board of Directors when such individual ceases to be the Chief Executive Officer or other officer of the Company, unless requested by the Board to remain a director.

2. Director Responsibilities

Directors should exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company in a manner consistent with their fiduciary duties. Directors should regularly attend meetings of the Board of Directors and of all Board committees upon which they serve. To prepare for meetings, directors should review the materials that are sent to directors in advance of those meetings.

The Chairman of the Nominating and Governance Committee of the Board of Directors will schedule regular executive sessions where non-management directors meet without management participation. If the non-management directors include any non-independent directors, the independent directors will schedule a meeting in executive session at least twice annually, as appropriate. The non-management directors shall either select a non-management director to preside at each executive session or shall establish a procedure by which the presiding director for each executive session shall be selected. The Board will establish methods by which interested parties may communicate directly with the presiding director or with the non-management directors of the Board of Directors as a group and cause such methods to be disclosed.

The Board of Directors shall at all times maintain an Audit Committee, a Nominating and Governance Committee, and a Compensation and Stock Option Committee which must operate in accordance with applicable law, their respective charters as adopted and amended from time to time by the Board, and the applicable rules of the Securities and Exchange Commission and the New York Stock Exchange. The Board may also establish such other committees as it deems appropriate and delegate to such committees such authority permitted by applicable law and the Company's by-laws as the Board sees fit.

Directors shall preserve the confidentiality of all confidential material given or presented to the Board of Directors.

Information and data that is important to the Board's understanding of the business to be discussed at meetings will be distributed in advance of meetings to the extent practicable.

Directors must disclose to other Directors any potential conflicts of interest they may have with respect to any matter under discussion.

Except in unusual circumstances or as required by committee charters or as requested by senior management, Directors are expected to follow the principle that senior management, as opposed to individual Directors, provides the public voice of the Company. Directors receiving inquiries from institutional investors, the press or others should refer them to the Chief Executive Officer or other appropriate officer of the Company.

The Board does not believe in mandating fixed rotation of Board committee members and/or chairpersons since at any time there may be reasons for maintaining continuity. The Board believes that ideally there should be some rotation over time on a staggered basis to foster diverse views while at the same time ensuring continuity.

3. Director Access to Management and Independent Advisors

The Company shall provide each director with complete access to the management of the Company, subject to reasonable advance notice to the Company and reasonable efforts to avoid disruption to the Company's management, business and operations. The Board of Directors, Board committees and the independent directors (as a group), to the extent set forth in the applicable committee charter, have the right to consult and retain independent legal and other advisors at the expense of the Company.

4. Director Compensation

The Board of Directors or an authorized committee thereof will determine and review the form and amount of director compensation.

5. Director Orientation and Continuing Education

The Board of Directors may establish, or identify and provide access to, appropriate orientation programs, sessions or materials for newly elected directors of the Company for their benefit either prior to or within a reasonable period of time after their nomination or election as a director.

6. Senior Executive Evaluation and Succession

The Board of Directors (not including any members of management of the Company) will conduct an annual review of the performance of the senior executive officers, taking into account the views and recommendations of the Compensation and Stock Option Committee, and as set forth in their respective Charters.

The Board of Directors will establish and review such formal or informal policies and procedures, consulting with the Nominating and Governance Committee, the Chief Executive Officer and others, as it considers appropriate, regarding succession to the Chief Executive Officer in the event of emergency or retirement.

7. Annual Performance Evaluation of the Board

The Board of Directors will conduct a self-evaluation annually to determine whether it and its committees are functioning effectively. The full Board will discuss the evaluation report to determine what, if any, action could improve Board and Board

committee performance. The Board, with the assistance of the Nominating and Governance Committee, as appropriate, shall review these Corporate Governance Guidelines on an annual basis to determine whether any changes are appropriate.

8. Amendment, Modification and Waiver

These Guidelines may be amended, modified or waived by the Board of Directors and waivers of these Guidelines may also be granted by the Nominating and Governance Committee, subject to the disclosure and other provisions of the Securities and Exchange Act of 1934, the rules promulgated thereunder and the applicable rules of the New York Stock Exchange.