

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 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.

No Director will qualify as "independent" unless the Board affirmatively determines that the Director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). To assist it in making its determination regarding independence, the Board will consider, at a minimum, the following 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. Employment as an interim Chairman or CEO or other executive officer shall not disqualify a director from being considered independent following that employment.
- No Director who receives more than \$120,000 in any twelve month period 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 receives more than \$120,000 in such compensation in any twelve month period. Compensation received by a Director for former service as an interim Chairman or CEO or other executive officer shall not be considered in determining independence under this standard.
- No Director who is a partner or employee of a firm that is the Company's internal or external auditor or who has an immediate family member who is a current employee of such a firm and personally works on the Company's audit will be considered "independent", nor will any Director who was a partner or employee of such a firm and personally worked on the Company's audit within the last three years be considered "independent" until three years after the end of such audit.
- 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" presently or until the expiration of the relevant three-year period, as applicable; provided, however, that employment by the Company 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 revenues.

In addition, when assessing the materiality of a director's relationship with the Company, the Board will consider all relevant facts and circumstances, not merely from the director's standpoint, but from that of the persons or organizations with which the director has an affiliation. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships. The Company's annual Proxy Statement will disclose whether the Directors meet the standards for independence set forth above and will describe, by specific category or type, any transactions, relationships or arrangements that were considered by the Board in determining that each such Director is independent. 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. An interested person may recommend a nominee by submitting the nomination, together with appropriate biographical information, to the Nominating and Governance Committee. All recommended candidates will be considered using the criteria set forth above. In addition, the Nominating and Governance Committee will consider, among other things, the following factors to evaluate recommended nominees: the Board's current composition, including expertise, diversity, balance of management and non-management directors, independence and other qualifications required or recommended by applicable laws, rules and regulations (including NYSE requirements) and company policies or procedures. Although the Board considers diversity as a factor to be considered in identifying and evaluating nominees, it does not have any formal policy with respect to diversity. The Nominating and Governance Committee, and the Board, will not be required to enlarge the size of the Board in order to nominate an otherwise fully qualified candidate proposed by a shareholder.

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. Absent unusual, specified circumstances approved by the independent directors, directors with full-time jobs should not serve on more than two other boards of for-profit companies. Currently serving CEOs should not serve as a director of more than one other for-profit company, and such service will require the approval of the Board. No other director may serve on more than four for-profit company boards.

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 CEO and Chairman roles should only be combined in very limited circumstances as may be approved by the independent directors from time-to-time. In these situations, the board should provide a written statement in the proxy materials discussing why the combined role is in the best interests of shareowners, and it should name a lead independent director who should have approval over information flow to the Board, meeting agendas and meeting schedules to ensure a structure that provides an appropriate balance between the powers of the CEO and those of the independent directors.

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. The Board is responsible for understanding and overseeing the Company's strategic plan. It regularly monitors implementation of the strategic and budgeted plans to determine whether they are being implemented effectively.

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 once 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 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.

The Board is responsible for the Company's risk oversight. It will review risk management presentations of management that assess and discuss various risks, including but not limited to, operational, credit, and compensation practice risks.

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; Clawback Policy

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

The Compensation Committee should adopt a Clawback Policy designed to recover performance-based compensation paid in cash or equity to executive officers of the Company (and other senior level officers identified in the policy) resulting from fraudulent or intentional illegal misconduct by such officers (or other designated persons) as defined in the policy.

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 Committee, and as set forth in its Charter.

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. Related Person Transactions

All Board members are subject to the Company's "Code of Business Conduct and Ethics" (the "Code"). The Code, and any waivers granted thereunder for directors and executive officers, will be disclosed in compliance with the rules of the New York Stock Exchange and other applicable legal requirements. Any related person transaction that would require disclosure under Item 404(a) of Regulation S-K of the rules and regulations of the Securities and Exchange Commission, including those with respect to a Director, a nominee for Director or an executive officer, must be reviewed and approved or ratified by the Nominating and Governance Committee, excluding any Director(s) interested in such transaction. Any such related person transactions will only be approved or ratified if the Committee determines that such transaction will not impair the involved person(s)' service to, and exercise of judgment on behalf of, the Company, or otherwise create a conflict of interest that would be detrimental to the Company.

9. Voting for Directors

In accordance with the Company's By-Laws, unless the Secretary of the Company determines that the number of nominees exceeds the number of Directors to be elected as of the record date for any meeting of the stockholders, a nominee must receive more votes cast for than against such nominee's election or re-election in order to be elected or re-elected to the Board of Directors. The Board of Directors expects a Director to tender his or her resignation if such Director fails to receive the required number of votes for re-election. The Board of Directors shall nominate for election or re-election as Director only candidates who agree to tender, promptly following such person's failure to receive the required vote for election or re-election, an irrevocable resignation that will be effective upon Board acceptance of such resignation. In addition, the Board of Directors shall fill Director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board of Directors, the same form of resignation tendered by the other Directors in accordance with these Guidelines.

If an incumbent Director fails to receive the required vote for re-election, then, within 90 days following certification of the stockholder vote, the Nominating and Governance Committee will act to determine whether to accept the Director's resignation and will submit such recommendation for prompt consideration by the Board of Directors, and the Board of Directors will act on the Committee's recommendation. Any Director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating and Governance Committee recommendation or Board action regarding whether to accept the resignation offer.

The Nominating and Governance Committee and the Board of Directors may consider any factors they deem relevant in deciding whether to accept a Director's resignation. If the Committee recommends that the Board of Directors accept the tendered resignation, the Committee shall also recommend to the Board of Directors whether to fill the vacancy resulting from the resignation or to reduce the size of the Board of Directors.

The Board of Directors will promptly disclose its decision regarding whether to accept or reject the Director's resignation offer in a Form 8-K furnished to the Securities and Exchange Commission or issue a press release describing the Board of Director's decision.

If each member of the Nominating and Governance Committee fails to receive the required vote in favor of his or her election in the same election, then those independent Directors who did receive the required vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board of Directors whether to accept them. However, if the only Directors who receive the required vote in the same election constitute three or fewer Directors, all Directors may participate in the action regarding whether to accept the resignation offers.

10. 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.