

September 2015

**COLGATE-PALMOLIVE COMPANY  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

**CHARTER**

**Purpose**

The Nominating and Corporate Governance Committee shall recommend to the Board qualified individuals to become Board members consistent with criteria approved by the Board and develop, recommend to the Board, implement and monitor the Company's corporate governance guidelines. The Committee shall oversee the Board evaluation processes and make recommendations to the Board regarding director compensation and benefits.

**Committee Membership**

The Nominating and Corporate Governance Committee shall be appointed by the Board of Directors in accordance with the Company's by-laws. The Committee shall consist of at least three directors, each of whom in the Board's judgment satisfies the independence requirements of the New York Stock Exchange and other applicable regulations.

**Committee Responsibilities**

The Nominating and Corporate Governance Committee shall have the following responsibilities:

- Recommend a Board structure, a Committee structure and Board and Committee practices (including the size of the Board, the number, function and size of Committees and the number of Board and Committee meetings).
- Review the leadership structure of the Board, including a periodic review of the Lead Director role and processes and a review of committee chair assignments and committee membership at least once every three years.

- Review the Committee charters and recommend any proposed changes to the Board for approval.
- Establish Board member selection criteria for approval by the Board and screen and recruit new Board members to fill any vacancies on the Board or to fill any newly created directorships resulting from an increase in the number of directors.
- Review director nominees proposed by stockholders.
- Recommend the director nominees for the annual meeting of stockholders.
- Develop and recommend standards for determining director independence (i.e. whether a material relationship exists between the Company and a director) and consider questions of possible conflicts of interest of directors.
- Review and recommend non-employee director compensation and benefit arrangements.
- Oversee the orientation of new directors and assess the need for continuing education in governance developments.
- Monitor the Company's corporate governance practices and its relationships with its various constituencies and, from time to time, review the Company's Board Guidelines on Significant Corporate Governance Issues and recommend any proposed changes to the Board for approval.
- Review and make recommendations regarding stockholder proposals.
- Develop and recommend Board self-evaluation procedures (which may include the Board, its Committees or the directors) and oversee their implementation.
- From time to time when appropriate, review the participation and performance of each director and make recommendations to the full Board as to his/her continuation as a Board member.
- Monitor changes in the professional status or employment of non-employee Directors and review proposed director retirements and proposed director

memberships on other corporate boards of directors (as defined in the Board Guidelines on Significant Corporate Governance Issues).

### **Committee Structure and Operations**

The Nominating and Corporate Governance Committee shall:

- meet at least three times each year and at such other times as it deems necessary to carry out its responsibilities,
- make regular reports of its proceedings to the Board, and
- on an annual basis, review its own performance.

The Nominating and Corporate Governance Committee shall have the authority to:

- form and delegate authority to subcommittees in its discretion, and
- retain search firms, independent counsel and other advisers, as it deems necessary or appropriate, to assist in the conduct of its duties, including the sole authority to approve the fees and other retention terms of any outside adviser.