

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

CHARTER

Purpose

The Nominating, Governance and Corporate Responsibility Committee (the “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. The Committee shall also oversee the Company’s sustainability, social responsibility and corporate citizenship matters.

Committee Membership

The 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 members may be removed from the Committee by the Board at any time, with or without cause, and any vacancies will be filled through appointment by the Board.

Committee Responsibilities

The 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, recruit and recommend to the Board 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, consistent with criteria identified by the Board.
- 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, including a comparison of the board compensation practices of other leading companies, 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 the Company's sustainability program and goals and the Company's progress toward achieving those goals.
- Monitor the sentiment of various constituencies, including investors and non-governmental organizations, regarding the Company's environmental and social footprint.

- Review the Company's social responsibility programs and other public interest matters, including charitable contribution programs.
- 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 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 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 such outside adviser.