Elizabeth Arden, Inc.
Compensation Committee Charter

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Elizabeth Arden, Inc. (the "Company") shall consist of not less than two directors. Each member shall meet the independence requirements of the listing standards of the Nasdaq Stock Market, Inc. ("Nasdaq") and applicable laws and regulations of the Securities and Exchange Commission (the "SEC"). The Committee and its chairperson shall be elected annually by the Board of Directors.

The Board of Directors delegates to the Compensation Committee strategic and administrative responsibility on a broad range of issues. The Committee's basic responsibility is to assure that the Chief Executive Officer ("CEO"), other officers, and key management of the Company are compensated effectively in a manner consistent with the stated compensation strategy of the Company, internal equity considerations, competitive practice, and the requirements of the appropriate regulatory bodies. In addition, the Committee is responsible for establishing general compensation philosophies for non-management employees.

Specifically, the Committee shall be responsible for the following:

1. Review annually and approve the Company's stated compensation strategy to ensure that management and other employees are rewarded appropriately for their contribution to Company growth and profitability and that the compensation strategy supports organization objectives and shareholder interests.

2. Review annually and determine the individual elements of total compensation for the CEO and communicate in the annual Board Compensation Committee Report to shareholders the factors and criteria on which the CEO's compensation for the last fiscal year was based, including the relationship of the CEO's performance to that of the Company's results.

3. Review and approve the individual elements of total compensation for the executive officers and key management other than the CEO and communicate in the annual Compensation Committee Report to shareholders the specific relationship of corporate performance to executive compensation. Typically, this will be accomplished based upon the recommendations of the CEO after review of comparative compensation and performance data.

4. Ensure that the executive compensation plans as pertains to the Chief Executive Officer and the other named officers are maintained and administered so as to be in compliance with IRC Section 162(m).

5. Assure that the annual incentive compensation plan is administered in a manner consistent with the Company's compensation strategy and the terms of the plan as to the following:

   - Participation,
   - Target annual incentive awards,

- Basis for funding and specific performance levels related there to,
- Actual awards paid to senior management, and
- Total funds reserved for payment under the plan.

6. Approve for submission to shareholders all new equity-related incentive plans for management and administer the Company's long-term incentive plans in a manner consistent with the terms of the plans as to the following:

   - Participation,
   - Grant values and awards to recipients,
   - Vesting requirements,
   - Total shares reserved for awards, and if required by a plan,
   - Establish specific funding criteria and performance levels.

7. Determine the need for and approve any material employment contracts and/or change of control agreements.

8. Review and approve the Company's stock ownership obligation policy.

9. Issue a report on executive compensation in accordance with applicable rules and regulations of the SEC for inclusion in the Company's annual proxy statement.

10. Review with the CEO matters pertaining to management succession as pertains to the CEO and other senior executive positions.

11. Recommend to the full Board the remuneration of outside directors including payments for: (a) attendance at Board meetings, and (b) participation in board committees, as well as (c) the issuance of awards of stock and stock options in accordance with the rules in effect under Section 16 of the Securities and Exchange Act of 1934.