

**ENESCO GROUP, INC.**  
**HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER**  
**AS OF MARCH 21, 2006**

**Role and Independence**

The Human Resources and Compensation Committee (the “Compensation Committee”) of the Board of Directors (the “Directors”) of Enesco Group, Inc (“Enesco”) shall have responsibility for: (1) overseeing the general compensation policy of Enesco and approving the compensation of the Directors and the officers of Enesco (the “Officers”); (2) reviewing and acting on recommendations from the Chief Executive Officer (the “CEO”) regarding the awarding of equity awards to Enesco employees; (3) administering Enesco’s long term incentive plan(s) and Non-Employee Director Stock Option Plan; and (4) preparing an annual evaluation of the CEO, reviewing such evaluation with the Directors, discussing such evaluation with the CEO, and determining the CEO’s compensation based on such evaluation.

The membership of the Compensation Committee shall consist of at least three members (the “Committee Members”). Enesco’s Nominating and Governance Committee will nominate the Committee Members and the Directors shall, on an annual basis, appoint the Committee Members to serve one-year terms based on such nominations. Membership will be reviewed and rotation considered at least every 2-3 years. A Committee Member may be removed by the Directors if a Committee Member misses more than 25% of the Compensation Committee’s meetings in any calendar year or no longer qualifies for membership due to such Director’s failure to satisfy the Independence Criteria (as defined below) or such other criteria determined by the Directors in their reasonable discretion. Each Committee Member shall: (1) be free of any relationship that, in the opinion of the Directors, would interfere with his or her individual exercise of independent judgment; (2) meet the Director’s independence requirements for serving as an independent director of the Board and serving on compensation committees as established by the New York Stock Exchange; (3) qualify as a “non-employee director” under Rule 16b-3 of the Securities Exchange Act of 1934; (4) not have been an Enesco employee within the three years prior to their appointment or, have an immediate family member who has been an executive officer of Enesco within the past three years; (5) not have received any compensation from Enesco, other than director and committee fees and pension or other forms of deferred compensation for prior service within three years of appointment; and (6) qualify as an “outside director” under Section 162(m) of the Internal Revenue Code, as amended (collectively, the “Independence Criteria”). The Compensation Committee shall maintain free, open and direct communication, as necessary, with an outside, independent compensation consultant, if one is retained, (including during private executive sessions.)

The Directors shall appoint one Committee Member as chairperson. He or she shall be responsible for leadership of the Compensation Committee, including approving the agenda, presiding over the meetings, making Compensation Committee assignments and reporting to the Directors. The chairperson will also maintain regular liaison with the CEO and the Senior Human Resources Executive at Enesco.

The Compensation Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities. Regular meetings are scheduled at least four times per year.

**A. Oversight of Enesco’s General Compensation Policy and Approval of Compensation for Directors and Officers**

1. The Compensation Committee shall review annually Enesco’s Wage and Salary Plans, Job Rating Plans and Performance Appraisal Systems (the “Compensation Plans”) on a worldwide basis. The Compensation Committee may engage an outside, independent compensation consultant, as necessary, to periodically audit such Compensation Plans and such other of Enesco’s compensation arrangements and benefit plans (the “Compensation Arrangements”) as the Compensation Committee deems appropriate and to recommend to the Compensation Committee any changes or adjustments to such Compensations Plans and the Compensation Arrangements, including any changes in the compensation arrangements for the CEO. The Compensation Committee shall review the compensation audit, the changes recommended by the consultant and any other information the Compensation Committee reasonably deems relevant and recommend to the Directors all necessary changes to the Compensation Plans and the Compensation Arrangements. The Compensation Committee shall have sole authority to retain and terminate the services of any independent compensation consultant and sole authority to review and approve any fees paid to any independent compensation consultant. Enesco will provide for appropriate funding, as determined by the Compensation Committee, for payment of compensation to any independent compensation consultant.
2. The Compensation Committee shall review annually and make recommendations to the Directors (and approve, if required by applicable tax laws) regarding the compensation arrangements for the Directors and the Officers, including any newly hired Officers or changes to such arrangements. Specifically, with respect to the CEO, the Compensation Committee will review and approve annual corporate goals and objectives relevant to the CEO’s compensation, evaluate the CEO’s performance in relation to those goals and objectives and set the CEO’s compensation level based on this evaluation, including any award of equity compensation or other long-term incentive award(s) to the CEO. In determining the long-term incentive award(s) granted to the CEO, the Compensation Committee shall consider Enesco’s performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and any awards given to the CEO in past years.
3. The Compensation Committee shall review annually and make recommendations to the Directors regarding Enesco’s bonus plan, the objectives of such plan, annual performance against such objectives and make recommendations to the Directors regarding any bonus payments thereunder to the Officers and other eligible employees.
4. The Compensation Committee shall review and make recommendations to the Directors regarding any employment or change in control agreements.

**B. Administration of the Long-Term Incentive Plans of Enesco and the Non-Employee Director Stock Option Plan.**

1. The Compensation Committee shall review and annually make recommendations to the Directors, based in part on the recommendations of the independent compensation consultant, if one has been retained, regarding updates and/or

changes to Enesco's existing equity plans and/or the Non-Employee Director Stock Option Plan.

2. The Compensation Committee shall review annually and make recommendations to the Directors regarding any amendments to Enesco's stock option plans or proposed new equity or long-term incentive plan(s).

**C. Review and Act on Long-Term Incentive Awards and Other Benefit Plans**

1. The Compensation Committee shall review annually and make recommendations to the Directors (and approve, if required by applicable laws), based in part on the recommendations of the CEO, regarding the award of equity awards or other long-term incentive awards to Enesco employees, including the Officers.
2. The Compensation Committee shall review annually and make recommendations to the Directors regarding all benefit plans offered to Enesco employees, including levels and types of benefits provided thereunder.

**D. Other Responsibilities**

1. The Compensation Committee shall report annually all Compensation Committee activities to the Directors and issue an annual report to be included in Enesco's proxy statement for submission to its shareholders.
2. The Compensation Committee shall review the compensation audit prepared by the independent compensation consultant, if one has been retained, regarding compensation for the Directors and the Officers, and recommend to the Directors any changes as needed.
3. The Compensation Committee shall review and reassess the adequacy of its charter on an annual basis and affirm that each Committee Member satisfies the Independence Criteria and other qualifications of the Committee Members.
4. The Compensation Committee shall be guided by best practices as evidenced in use of tally sheets, internal equity assessments, valuation of accumulated gains and interest on equity grants, and full disclosure of senior executive compensation.
5. The Compensation Committee shall set guidelines for Committee Member education and orientation to assure understanding of Enesco's compensation plans and policies and to keep up-to-date on trends and issues in corporate compensation generally.
6. The Compensation Committee shall communicate Compensation Committee expectations and the nature, timing and extent of Compensation Committee information needs to management, the compensation consultant and others.
7. The Compensation Committee shall conduct an evaluation of the Compensation Committee and each of its Committee Member's effectiveness on an annual basis and address any issues identified in the evaluation.

**E. Other Authority**

The Compensation Committee is authorized to confer with Enesco's management and other employees to the extent it may deem necessary or appropriate to fulfill its duties. The Compensation Committee is also authorized to seek outside compensation consulting advice to

the extent it deems necessary or appropriate provided it shall keep the Directors advised as to the nature and extent of such outside advice. The Compensation Committee will perform such other functions as are authorized for it by the Directors.