

Kimberly-Clark Corporation

Management Development and Compensation Committee Charter

Adopted on November 12, 2002
As Amended through February 23, 2005

Organization

This charter governs the operations of the Management Development and Compensation Committee. The Management Development and Compensation Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes of the charter to the Board for approval. The Nominating and Corporate Governance Committee, in consultation with the Chairman of the Board, shall recommend members for appointment to, and the Chairman of, the Management Development and Compensation Committee to the Board for its approval. The Management Development and Compensation Committee shall be comprised of at least three directors, each of whom is independent of management and the Corporation. The Management Development and Compensation Committee shall maintain minutes of its meetings and report to the Board.

Policy

The Management Development and Compensation Committee shall have responsibility to advise and consult with management regarding leadership development and key organizational effectiveness and engagement policies as well as oversight of compensation policies designed to align compensation with the Corporation's overall business strategy, values and management initiatives. These policies are intended to (1) reward executives for long-term strategic management and enhancement of stockholder value; (2) support a performance-oriented environment that rewards achievement of internal Corporation goals and recognizes the Corporation's performance compared to the performance of similarly situated companies; and (3) attract and retain executives whose abilities are considered essential to the long-term success and competitiveness of the Corporation through the Corporation's salary administration program.

The Management Development and Compensation Committee shall have the authority to retain special compensation, legal, accounting or other consultants to advise the Management Development and Compensation Committee. The Management Development and Compensation Committee may request any officer or employee of the Corporation or the Corporation's outside counsel to attend a meeting of the Management Development and Compensation Committee or to meet with any members of, or consultants to, the Management Development and Compensation Committee.

Responsibilities and Processes

In carrying out its responsibilities, the Management Development and Compensation Committee shall:

1. Regularly review the Company's leadership development programs and initiatives and discuss performance and leadership development of key officers with the Chief Executive Officer.
2. Review periodically key human resource policies and practices of the Corporation related to organizational engagement and effectiveness, talent sourcing strategies and employee development programs.
3. Review periodically the Corporation's diversity programs and key metrics.
4. At least annually, review and approve corporate goals and objectives relevant to compensation of the Chief Executive Officer, and, taking into account the Board's evaluation of the overall performance of the Chief Executive Officer and the Committee's evaluation of the achievement of the goals and objectives, and set the Chief Executive Officer's compensation level based on that evaluation.
5. Approve the compensation of employees who are directors of the Corporation and, in consultation with the Chief Executive Officer, approve the compensation of officers of the Corporation who are elected by the Board.
6. Make recommendations to the Board with respect to the establishment of equity-based plans and executive incentive-compensation plans.
7. Review with management and, if appropriate, approve awards under long term incentive-compensation plans and equity-based plans established by the Corporation and otherwise perform all duties delegated to the Management Development and Compensation Committee pursuant to such plans.
8. Act as the "Stock Option Committee" provided for under any stock option plan of the Corporation.
9. Approve establishment and modification of executive compensation and benefit programs, such as salary ranges, perquisites, deferred compensation, employment agreements, severance arrangements, administrative rules for restricted stock awards and long-term incentive awards.
10. Establish annual targets and certify awards for corporate performance for purposes of the Corporation's corporate bonus plans.

11. Approve the content of the report of the Management Development and Compensation Committee required by the Securities and Exchange Commission to be included in the Corporation's annual proxy statement.
12. In consultation with the Nominating and Corporate Governance Committee, conduct an annual evaluation of the performance and effectiveness of the Management Development and Compensation Committee and report the results of that evaluation to the Board.
13. Have such other duties and responsibilities as may be assigned to the Management Development and Compensation Committee, from time to time, by the Board and/or the Chairman of the Board.