

LENOX GROUP INC.

CHARTER OF THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

1. Composition of the Executive Committee

The Executive Committee of the board of directors shall comprise at least two members of the board.

The chief executive officer of the Company and the Lead Director shall each be a member of the committee, but neither need be the committee's chair.

The committee, and the designation of one of its members as chair of the committee, shall be elected by the board at the meeting of the board held on the date of the Annual Stockholders Meeting in each fiscal year.

2. Role of the Executive Committee

The Executive Committee shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the Company, except as otherwise provided by law or applicable rules of the NYSE. The committee shall report its activities, findings, and conclusions to the full board of directors at least once each year to the extent they are not otherwise discussed by any members of the committee at board meetings, and shall distribute to the full Board the final minutes of committee meetings. Under such circumstances as it deems appropriate and without limiting the generality of the foregoing (including the scope of the committee's powers), the committee may:

- Meet at such times during the year as it deems necessary.
- Review and assess the Company's sources and uses of funds, financial position and capital structure in relation to its long range business plans.
- Review and assess specific proposals for (i) issuance or repurchase of stock or long-term notes or debt, (ii) other long-term financing transactions and (iii) sales, purchases, leases or other acquisitions or dispositions of material assets, and generally recommend action for board consideration.