

**CHARTER  
OF THE EXECUTIVE COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
PLAYTEX PRODUCTS, INC.**

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**Background and Purpose.**

The Executive Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Playtex Products, Inc. (the “*Company*”) was established by the Board on January 8, 2004. To clarify the scope of the Committee’s power, and the rules by which the Committee operates, the Board adopted this document as the Committee’s charter on the date set forth above.

**Authority.**

The Committee is a standing committee of the Board and may exercise all of the power and authority of the Board, except to the extent limited by the laws of the State of Delaware, the Certificate of Incorporation of the Company and the By-Laws of the Company. The Committee may form and delegate authority to subcommittees consisting solely of members of the Committee. Any such subcommittee shall have the authority granted to it by the Committee.

**Rules and Procedures.**

A majority of the members of the Committee shall constitute a quorum for the transaction of business. If at any meeting of the Committee there shall be less than such a quorum, a majority of the members of the Committee present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present.

Every act or decision done or made by a majority of the members of the Committee present at a meeting duly held at which a quorum is present shall be regarded as the act of the Committee.

Any member of the Committee may call a meeting of the Committee. Notice of any meeting of the Committee shall be given to each member of the Committee by any member of the Committee. Notice shall be duly given to each member of the Committee on (i) at least twenty-four hours’ notice to each member of the Committee if given in person or by telephone, telegram, telex, telecopy or by similar means addressed to such member at such member’s address as it appears on the records of the Company or, if consented to by such member, by other means of electronic transmission, or (ii) at least two days’ notice if given by mail, with postage thereon prepaid, as aforesaid.

Whenever notice is required to be given by law, by this Charter, or otherwise, a written waiver signed by the member entitled to notice, or a waiver by electronic transmission by the member entitled to notice, whether before, at or after the time stated in such notice, shall be deemed equivalent to notice. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when the member attends a meeting for the express purpose of objecting at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

### **Membership.**

The number of members of the Committee shall be no less than three and the exact number of members shall be determined from time to time by the Board. Each member of the Committee shall also be a member of the Board. The members of the Committee may be removed only by the Board, which may remove such members with or without cause. Any vacancy in the Committee, however occurring, including a vacancy resulting from an enlargement of the Committee, shall be filled only by the Board. Any member of the Committee may resign by delivering a resignation in writing or by electronic transmission to the Board. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time or upon the happening of some event.

Each member of the Committee shall serve until the earlier of (i) his or her successor is appointed by the Board or (ii) he or she is removed by the Board. The Chairman of the Committee shall be appointed and removed by the Board.

The Board may designate one or more directors as alternate members of the Committee, who may replace any absent or qualified member at any meeting of the Committee. In the absence or disqualification of a member of the Committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member.

### **Miscellaneous.**

Any determination that any provision of this Charter is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of this Charter.

This Charter may be altered, amended or repealed, in whole or in part, or a new Charter may be adopted, only by the Board.