

**ENESCO GROUP, INC.**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**  
**As of March 21, 2006**

**Role and Independence**

The Nominating and Governance Committee (the “Governance Committee”) of the Board of Directors (each individually, a “Director” and collectively, the “Board”) of Enesco Group, Inc (“Enesco”) shall have responsibility for: (1) all aspects of the Director selection process; (2) providing the Board with annual recommendations related to (a) committee memberships of the Board, and (b) individuals to be considered for corporate officer positions, including the position of Chief Executive Officer (the “CEO”); (3) leading the Board in an annual performance evaluation of the Board, its members, and the Board committees, and (4) oversight of Enesco's Corporate Governance Guidelines and Code of Business Conduct and Ethics.

The membership of the Governance Committee shall consist of at least three members (the “Committee Members”). Membership will be reviewed and rotation considered at least every 2-3 years. A Committee Member may be removed by the Board if a Committee Member misses more than 25% of the Governance 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 Board in its reasonable discretion. Each Committee Member shall: (1) be free of any relationship that, in the opinion of the Board, 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 governance committees as established by the New York Stock Exchange; (3) 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; (4) 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 the three years prior to appointment; and (5) otherwise satisfy any federal securities laws and regulations relating to director independence requirements for governance committee members (collectively, the “Independence Criteria”). The Governance Committee will maintain direct and open communication with outside, independent search firm(s), if such a firm is retained, (including during private executive sessions).

The Board shall appoint one Committee Member as chairperson. He or she shall be responsible for leadership of the Governance Committee, including approving the agenda, presiding over the meetings, making Governance Committee assignments and reporting to the Board. The chairperson will also maintain regular liaison with the CEO.

The Governance Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities. We will have four regular meetings each year.

**A. The Director Selection Process**

1. The Governance Committee shall identify qualified Director candidates in light of anticipated resignations, retirements and the Board's overall composition. The criteria used by the Governance Committee in selecting new Directors, which criteria have been approved by the Board, shall include, but are not limited to, integrity, sound judgment, record of proven accomplishments and a willingness to take the time necessary to gain a strong understanding of Enesco's business, and compatibility with Enesco's business and other Directors. The Governance Committee may engage an outside search firm(s), as necessary, to assist with the identification and interviewing of prospective candidates for the Board. The Governance Committee shall have sole authority to retain and terminate the services of any independent outside search firm(s) and sole authority to review and approve any fees paid to any outside search firm(s). Enesco will provide for appropriate funding, as determined by the Governance Committee, for payment of compensation to any outside search firm(s).
2. The Governance Committee shall recommend to the Board each year a slate of Directors for submission to Enesco's stockholders for election at the next annual meeting of stockholders.
3. The Governance Committee shall review and recommend to the Board succession plans for the Directors, the CEO and other members of executive management and review and recommend changes, as appropriate, in the Board tenure policy.
4. The Governance Committee shall determine whether any outside positions or affiliations of a Director may or would interfere with such Director's duties and responsibilities.
5. The Governance Committee shall administer the Board's policy on change in principal employment of a current Director.

**B. Recommendations to the Board Regarding Committee Membership and Corporate Officers**

1. The Governance Committee shall recommend to the Board annually a slate of members of the Board committees for approval by the Board. In making such recommendations, the Governance Committee will consider the qualifications required for each committee, along with rotation of committee memberships every 2-3 years.
2. The Governance Committee shall recommend to the Board annually a slate of corporate officers, including the CEO, for approval by the Board.

**C. Annual Evaluations of Board, Management and Board Committee Performance**

1. The Governance Committee shall lead the Board in an annual performance evaluation of the Board, its members, the Board committees, and address any issues identified in such evaluations.

2. The Governance Committee shall conduct an annual evaluation of the Governance Committee's and each of its Committee Member's performance and address any issues identified in the evaluation.

**D. Oversight of Corporate Governance Guidelines and the Code of Business Conduct and Ethics for Enesco**

1. The Governance Committee shall develop and recommend to the Board Corporate Governance Guidelines that address: (a) Director qualification standards, including the independence requirements set forth in the corporate governance standards of the NYSE; (b) Director responsibilities; (c) Director access to management and, as necessary, independent advisors; (d) Director compensation; (e) Director orientation and continuing education; (f) succession planning for the Directors, the CEO and other members of executive management; (g) an annual performance evaluation of the Board and its committees; and (g) the responsibilities of key board committees.
2. The Governance Committee shall oversee Enesco's Code of Business Conduct and Ethics that addresses: (a) conflicts of interest; (b) corporate opportunities; (c) confidentiality of information; (d) fair dealing with Enesco's employees, customers, suppliers and competitors; (d) protection and proper use of Enesco's assets; (f) compliance with laws, rules and regulations, including insider trading laws; and (g) encouraging the reporting of any illegal or unethical behavior. The Governance Committee shall also insure that any waivers of compliance with the Code of Business Conduct and Ethics are properly disclosed.

**E. Other Responsibilities**

1. The Governance Committee shall report Governance Committee activities to the Board on an annual basis.
2. The Governance 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.
3. The Governance Committee shall set guidelines for Committee Member education and orientation to assure understanding of Enesco's governance plans and policies and to keep up-to-date on trends and issues in corporate governance generally.
4. The Governance Committee shall communicate committee expectations and the nature, timing and extent of committee information needs to management, search firm(s) and others, as necessary.

**F. Other Authority**

The Governance 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 Governance Committee is also authorized to retain outside search firm(s) to the extent it deems necessary or appropriate provided it shall keep the Board advised as to the nature and extent of such outside services. The Governance Committee will perform such other functions as are authorized for it by the Board.