

# **PLAYTEX PRODUCTS, INC.**

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **I. Purpose**

The Nominating and Corporate Governance Committee, (“the Committee”) shall (a) identify individuals qualified to become directors as provided in the By-laws of Playtex Products Inc., (the “Company”) and consistent with criteria approved by the Board; (b) select, or recommend that the Board select, the director nominees for any meeting of shareholders to elect or to consent to the election of one or more directors as provided in the By-laws of the Company; (c) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and (d) oversee the evaluation of the Board and executive management.

### **II. Organization**

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of the New York Stock Exchange and any other regulatory requirements. At least one member of the Committee shall have experience in matters relating to corporate governance, either as a professional or as a business executive.

The members of the Committee shall be appointed by the Board. Members of the Committee may be removed at any time by action of the Board. The Committee’s chairperson shall be designated by the Board or, if it does not do so, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees when appropriate, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the New York Stock Exchange. Any such subcommittee must have a published committee charter.

### **III. Meetings**

The Committee shall meet at least four times per year on a quarterly basis, or more frequently as circumstances require.

#### **IV. Authority and Responsibilities**

To fulfill its responsibilities, the Committee shall:

1. Identify individuals qualified to become directors (consistent with criteria approved by the Board), conduct background checks of individuals the Committee intends to recommend to the Board as director nominees and to select, or recommend that the Board select, the directors and director nominees in accordance with this Charter and the By-laws of the Company.
2. Review annually the purposes of the Committees of the Board and whether any Committees should be created or discontinued, other than this Committee. The Committee shall further recommend to the Board any changes deemed necessary or desirable and will recommend to the Board the directors and chair to be appointed to each Committee, other than this Committee.
3. Make recommendations to the Board with respect to membership on committees of the Board, other than this Committee.
4. Make recommendations to the Board with respect to potential successors to the President and Chief Executive Officer.
5. Receive comments from all directors regarding the Board's performance and report annually to the Board with an assessment of the Board's performance.
6. Consider and review all questions regarding possible conflicts of interest of the Board members.
7. Participate in and oversee the evaluation of executive management, and report the results of such evaluation to the Board at least annually.
8. Prepare and recommend to the Board a set of corporate governance guidelines applicable to the Company. Review and reassess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate by the Committee.
9. Maintain an orientation program for new directors and continuing education programs for directors.
10. Review and reassess the adequacy of this Charter annually in light of the New York Stock Exchange requirements and federal securities laws, and recommend to the Board any changes deemed appropriate by the Committee.
11. Review its own performance annually.

12. Report regularly to the Board.

13. Perform any other activities consistent with this Charter, the Company's By-laws and governing law, as the Committee or the Board deems appropriate.

**V. Resources**

The Committee shall have the sole authority to retain professionals to assist it with its duties under this Charter and to approve the professionals' fees and retention terms.