

**CHARTER
OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
HELEN OF TROY LIMITED**

Purposes

The primary purposes and responsibilities of the committee are to:

- recommend to the board of directors the individuals qualified to serve on the company's board of directors (consistent with criteria that the board has approved) to be nominated for election at each annual meeting of shareholders and to fill vacancies on the board of directors;
- develop, recommend to the board and assess corporate governance policies for the company; and
- oversee the evaluation of the board.

Composition

Membership. The committee shall consist of at least two directors. The board shall designate a committee member as the chairperson of the committee, or if the board does not do so, the committee members shall appoint a committee member as chairperson by a majority vote of the authorized number of committee members.

Independence. All committee members shall be independent as defined in the NASDAQ Stock Market listing standards, as they may be amended from time to time (the "listing standards").

Appointment. Subject to the requirements of the listing standards, the board may appoint and remove committee members in accordance with the company's bye-laws. Committee members shall serve for such terms as may be fixed by the board, and in any case at the will of the board whether or not a specific term is fixed.

Functions

Qualifications of directors. The committee shall periodically assess, develop and communicate with the full board concerning the appropriate criteria for nominating and appointing directors, including:

- the board's size and composition;
- corporate governance policies;
- applicable listing standards and laws;
- individual director performance, expertise, experience and willingness to serve actively;
- the number of other public and private company boards on which a director candidate serves;
- consideration of director nominees proposed or recommended by shareholders and related policies and procedures; and
- other appropriate factors.

Director nominees and vacancies. The committee shall recommend to the board of directors the individuals to be nominated for election as directors at each annual meeting of shareholders and to fill vacancies on the board of directors, subject to legal rights, if any, of third parties to nominate or appoint directors.

Committee appointments. If and when requested periodically by the board, the committee shall identify and recommend to the board the appointees to be selected by the board for service on the committees of the board.

Governance policies. The committee shall develop, assess and make recommendations to the board concerning appropriate corporate governance policies.

Board evaluation. The committee shall oversee an annual review of the performance of the full board.

Other functions. The committee may perform any other activities consistent with this charter, the company's corporate governance documents and applicable listing standards, laws and regulations as the committee or the board considers appropriate.

Annual performance review. The committee shall evaluate its own performance as a committee and this charter on an annual basis.

Meetings, reports and resources

Meetings. The committee shall meet as often as it determines is necessary, but not less than annually. The committee may also hold special meetings or act by unanimous written consent as the committee may decide consistent with the company's bye-laws. The committee may meet in separate executive sessions with other directors, the chief executive officer and other company employees, agents or representatives invited by the committee.

Procedures. The committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this charter, the company's bye-laws and other corporate governance documents, applicable laws or regulations or the listing standards. The chairperson or majority of the committee members may call meetings of the committee. A majority of the authorized number of committee members shall constitute a quorum for the transaction of committee business, and the vote of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee, unless in either case a greater number is required by this charter, the bye-laws or the listing standards. The committee shall keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records.

Reports. The committee shall report its director nominees for the annual meeting of shareholders to the board at an appropriate time prior to preparation of the company's proxy statement for the annual meeting. The committee shall also report to the board annually the results of:

- an oversight review of the performance of the board of directors;
- the committee's assessment of the company's corporate governance policies and implementation; and
- an annual review by the committee of its own performance.

The committee shall also report to the board on the major items covered by the committee at each committee meeting, and provide additional reports to the board as the committee may determine to be appropriate.

Committee access. The committee is at all times authorized to have direct, independent and confidential access to the company's other directors, management and personnel to carry out the committee's purposes.

Committee advisers and funding. The committee shall have sole authority to retain at the company's expense and terminate any search firm used to identify director candidates, independent counsel or other advisers to the committee and to approve the related fees and other retention terms.

**CHARTER
OF THE
COMPENSATION COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
HELEN OF TROY LIMITED**

Purpose

The primary purpose of the committee is to have direct responsibility to:

- Review and approve corporate goals and objectives relevant to the chief executive officer's compensation;
- Evaluate the CEO's performance in light of those goals and objectives;
- Either as a committee or together with the other independent directors (as directed by the board), determine and approve the CEO's evaluation based on this evaluation;
- Make recommendations to the board with respect to non-CEO compensation, incentive compensation plans and equity-based plans; and
- Produce an annual report on executive compensation for inclusion in the company's proxy statement.

Composition

Membership. The committee shall consist of at least two directors. The board shall designate a committee member as the chairperson of the committee, or if the board does not do so, the committee members shall appoint a committee member as chairperson by a majority vote of the authorized number of committee members.

Independence. All committee members shall be independent as defined in the NASDAQ Stock Market listing standards, as they may be amended from time to time (the "listing standards"). In addition, all committee members shall qualify as "non-employee directors" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.

Appointment. Subject to any requirements of the listing standards, the board may appoint and remove committee members in accordance with the company's bye-laws. Committee members shall serve for such terms as may be fixed by the board, and in any case at the will of the board whether or not a specific term is fixed.

Duties and responsibilities

Compensation goals. The committee shall review and approve at least annually corporate goals and objectives relevant to the compensation of the CEO.

Determination of executive officer compensation. The committee shall:

- Evaluate at least annually the performance of the company's executive officers in light of the company's corporate goals and objectives. For purposes of this charter, "executive officers" means the individuals classified by the company as officers for purposes of SEC rules under Section 16 of the Securities Exchange Act of 1934, as amended.
- At least annually, either as a committee or together with the other independent directors (as directed by the board), determine and approve the compensation of the company's executive officers, including individual elements of salary, bonus, supplemental retirement and incentive and equity compensation, in light of the company's corporate goals and objectives and the performance evaluations.

- Review, as the committee considers appropriate in setting executive officer compensation, company performance and relative shareholder return, compensation at comparable companies, past years' compensation to the company's executive officers and other relevant factors.
- Review and approve all executive officers' employment agreements, separation and severance agreements and other compensatory contracts, arrangements, perquisites and payments.
- In any deliberations or voting to determine the compensation of the CEO, the CEO shall not be present; however, in any deliberations or voting to determine the compensation of other executive officers, the committee may elect to invite the CEO to be present but not vote.

Succession planning. The committee shall review and assist the board in developing succession plans for the executive officers and other appropriate management personnel.

Non-employee director compensation. The committee shall recommend to the board of directors compensation programs for non-employee directors, committee chairpersons and committee members, consistent with any applicable requirements of the listing standards for independent directors and including consideration of cash and equity components of this compensation.

Equity plan awards. The committee shall grant stock options, restricted stock and other discretionary awards under the company's stock option and other equity incentive plans, and otherwise exercise the authority of the board of directors with respect to the administration of the company's stock-based and other incentive compensation plans. The committee may delegate to one or more officers designated by the committee the authority to make grants of options and restricted stock to eligible individuals other than directors and executive officers, provided that the committee shall have fixed the exercise price or a formula for determining the exercise price for each grant, approved the vesting schedule, authorized any alternative provisions as are necessary or desirable to facilitate legal compliance or to ensure the effectiveness or tax-qualified status of the award under the laws of countries outside the U.S. when grants are made to non-U.S. employees, approved the form of documentation evidencing each grant and determined the number of shares or the basis for determining such number of shares by position, compensation level or category of personnel. Any officer to whom such authority is delegated must regularly report to the committee the grants so made.

Evaluate and approve stock and incentive plans. The committee shall periodically review and make recommendations to the board concerning the company's stock and incentive compensation plans. The committee shall approve all equity arrangements and plans, and amendments to these arrangements or plans, that may be exempt from the general requirement of the listing standards to obtain shareholder approval of equity arrangements, plans and amendments, or for which approval by the committee is otherwise appropriate or required under applicable laws or listing standards.

Committee report in proxy statement. The committee shall prepare and approve a committee report on executive compensation for inclusion in the company's proxy statement for each annual meeting of shareholders, as required by the SEC, including a discussion of the committee's compensation policies applicable to executive officers and other information required under SEC rules.

Other functions. The committee may perform any other activities consistent with this charter, the company's corporate governance documents and applicable listing standards, laws and regulations as the committee or the board considers appropriate.

Annual performance review. The committee shall evaluate its own performance as a committee and this charter on an annual basis.

Meetings, reports and resources

Meetings. The committee shall meet as often as it determines is necessary, but not less than annually. The committee may also hold special meetings or act by unanimous written consent as the committee may decide consistent with the company's bye-laws. The committee may meet in separate executive sessions with other directors, the CEO and other company employees, agents or representatives invited by the committee.

Procedures. The committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this charter, the company's bye-laws and other corporate governance documents, applicable laws or regulations or the listing standards. The chairperson or majority of the committee members

may call meetings of the committee. A majority of the authorized number of committee members shall constitute a quorum for the transaction of committee business, and the vote of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee, unless in either case a greater number is required by this charter, the bye-laws or the listing standards. The committee shall keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records.

Reports. The committee shall provide to the board at an appropriate time, before the preparation of the company's proxy statement for its annual meeting, the report of the compensation committee that must be included in the proxy statement. The committee shall also report to the board annually the results of the annual review by the committee of its own performance. The committee shall further report to the board on the major items covered by the committee at each committee meeting, and provide additional reports to the board as the committee may determine to be appropriate.

Committee access and information. The committee is at all times authorized to have direct, independent and confidential access to the company's other directors, management and personnel to carry out the committee's purposes. The committee is authorized to obtain at the company's expense compensation surveys, reports on the design and implementation of compensation programs for the company's directors, officers and employees and other data and documentation as the committee considers appropriate.

Committee advisers and funding. The committee will have sole authority to retain at the company's expense and terminate any compensation consulting firm, independent counsel or other advisers to the committee and to approve the related fees and other retention terms.