

## **ALBERTO-CULVER COMPANY**

### **NOMINATING/GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS**

#### **CHARTER**

(as adopted by the Board of Directors on October 28, 2004)

#### **Purpose**

The Nominating/Governance Committee (the “Committee”) shall (i) identify and recommend to the Board of Directors individuals qualified to be directors of the Company, consistent with criteria approved by the Board, for either appointment to the Board or to stand for election at a meeting of the stockholders, (ii) develop and recommend to the Board corporate governance guidelines for the Company, and (iii) oversee the evaluation of the Board and management.

#### **Membership**

The Committee shall be comprised of two or more members of the Board, each of whom meets the independence requirements of the New York Stock Exchange (“NYSE”). Determinations as to whether a particular director satisfies the requirements for membership of the Committee shall be made by the Board.

The members of the Committee shall be appointed by the Board on the recommendation of the Committee and shall serve for such terms as the Board may determine, or until their earlier resignation, death, or removal by the Board. A chairperson of the Committee shall be designated by the Board.

#### **Operations**

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. The Committee shall also meet in executive session. Notice of all meetings shall be given, and waiver thereof determined, pursuant to the provisions contained in the Company’s bylaws. The chairperson will preside, when present, at all meetings of the Committee. Except as expressly provided in this Charter or the bylaws of the Company, the Committee shall fix its own rules of procedure.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company’s minute book.

The Committee may form, and delegate authority to, subcommittees when it deems appropriate.

## **Authority, Duties and Responsibilities**

The Committee shall:

1. Identify individuals that the Committee believes are qualified to become Board members, consistent with criteria approved by the Board, and recommend that the Board select such nominee or nominees to stand for election at the next meeting of stockholders of the Company in which directors will be elected. The Committee shall take into account the applicable requirements for directors under the Exchange Act and the listing standards of the NYSE. The Committee may take into consideration such other factors and criteria as it deems appropriate in evaluating a candidate, including his or her judgment, skill, integrity, diversity, and business or other experience. The Committee may (but is not required to) consider candidates suggested by management or other members of the Board. The Committee will consider recommendations by shareholders for nominations made by the Board, provided such recommendations are made in accordance with the guidelines set forth by the Committee. In order for any shareholder nominations to be considered at any Annual Meeting of Shareholders, such nominations must be made in accordance with the bylaws and rules of the Committee.
2. If there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members and recommend such person or persons for appointment to the Board.
3. Identify Board members qualified to fill vacancies on committees of the Board and recommend such nominees to the Board for appointment to such committees. The Committee shall take into account the applicable requirements for members of committees of boards of directors under the Exchange Act and the listing standards of the NYSE. The Committee also shall take into consideration any factors and requirements set forth in the charter of such committee. The Committee may take into consideration such other factors or criteria that the Committee deems appropriate in evaluating a candidate, including his or her judgment, skill, integrity, diversity, and business or other experience.
4. Make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof.
5. Develop and recommend to the Board standards to be applied in making determinations on the types of relationships that constitute material relationships between the Company and a director for purposes of determining director independence.
6. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, taking into account the provisions of the Exchange Act, the listing standards of the NYSE, and any other sources that the Committee deems appropriate.
7. Review the Company's corporate governance guidelines at least annually, and recommend any proposed changes to the Board for approval.
8. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

9. Conduct an annual performance evaluation of the Committee.
10. Report to the Board on the activities of the Committee.
11. Oversee the evaluation of the Board and management of the Company.
12. Have the sole authority to retain and terminate consultants and search firms to be used to assist in the identification and evaluation of director candidates, including the sole authority to approve the fees and other retention terms for such consultants.
13. Oversee director orientation and continuing education programs.
14. Perform any other duties and responsibilities delegated to the Committee by the Board.